

COLD LAKE MINOR SOCCER ASSOCIATION



BYLAWS

ARTICLE I GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Cold Lake Minor Soccer Association (C.L.M.S.A), hereinafter referred to as the Association, an Alberta Society incorporated under the *Societies Act*.
- 1.2 Objective – It is the aim of the Association to ensure the opportunity exists for each registered player to improve their soccer skills and participate in all house league competitions. The Association will, to its ability create the most balanced teams possible each season. Generally speaking, all players will receive equal opportunity to play at practices. During game play, however, each coach will use equitable play to determine the amount of game time for their players. Equitable play means playing time is based on the player's attendance at practices, efforts expended at practices, sportsmanship, attitude and fitness level. Soccer is a competitive team sport and although each individual's player's interests must be considered the well being of the whole team is also a consideration.
- 1.3 Definitions – The following terms have these meanings in these Bylaws:
- a) *Act* – the *Alberta Societies Act*, as amended.
 - b) *Association* – The Cold Lake Minor Soccer Association.
 - c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting in accordance with the Act.
 - d) *Board* – the Executive and Board of Directors of the Association.
 - e) *Days* – days including weekends and holidays.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g) *Executive Officer* – President, Vice-President, Treasurer, Secretary.
 - h) *Governing Documents* – bylaws, policies, procedures, rules, and regulations.
 - i) *In good standing* – refer to Article 2.14.
 - j) *Member Categories* – refer to Article 2.1.
 - k) *Ordinary Resolution* – a resolution passed by a majority (50% plus 1) of eligible members present on that resolution.
 - l) *Parent or Guardian* – as those listed on the registration.
 - m) *Registrar* – means Registrar as defined in the Business Corporations Act.
 - n) *Special Resolution* –

- i. A resolution passed by no less than 75% of eligible members present at a meeting of Members for which at least twenty-one (21) days notice has been given specifying the intention of the resolution; or
 - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which no less than twenty-one (21) days notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
 - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.
 - o) *Mini Soccer* - Shall refer to all players between ages of three (3) and nine (9) inclusive.
 - p) *Youth Soccer* – Shall refer to all players between ages of ten (10) and seventeen (17) inclusive.
 - q) *Adult Soccer* - Shall refer to all players eighteen (18) years of age and over.
 - r) *Birth Date* – The age of the soccer player shall be determined as of December 31 of the current year.
- 1.4 Registered Office – The registered office of the Association will be located within the City of Cold Lake, in the Province of Alberta.
- 1.5 Affiliations – The Association will be a member in good standing with Alberta Soccer Association and will follow the published rules of, including order of authority, Alberta Societies Act, Canada Soccer, Alberta Soccer Association (A.S.A.), and shall be affiliated with and under the jurisdiction of the Lakeland District Soccer Association (L.D.S.A.).
- 1.6 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used only in promoting its objective.
- 1.7 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objective of the Association.
- 1.8 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition). (robertsrules.com)
- 1.9 Interpretation – Word importing the singular and/or importing persons will include the plural and vice versa as well as including legal bodies and corporate bodies.

ARTICLE II MEMBERSHIP

Categories of Membership

- 2.1 Categories – The Association has the following category of Member:

- a) *Individual Member* – Any individual who is a participant, head coach, assistant coach, team manager, or who is registered with the Association, and who has agreed to abide by the Association’s governing documents (or, if the individual is under the age of majority, who has had a parent or guardian agree to abide by the Association’s Governing documents on behalf of the individual).

Admission of Members

- 2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership by completing registration and paying dues.
 - b) The candidate member was at any time previously a Member and at the point of ceasing to be a member was in good standing;
 - i. The candidate member has paid dues as prescribed by the Board;
 - ii. The candidate member agrees to uphold and comply with the Association’s governing documents;
 - iii. The candidate member has met the applicable definition listed in Section 2.1; and
 - c) The candidate member, whom was previously not *in good standing*, has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Status and Dues

- 2.3 Year – Unless otherwise determined by the Board, the membership year of the Association will be from May 1st to October 31st for the outdoor season and November 1st to April 30th for the indoor season of the year registered.
- 2.4 Dues – Membership dues will be determined by the Board, seasonally.
- 2.5 Duration - Membership duration is accorded on a seasonal basis and Members will re-apply for membership seasonally.
- 2.6 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within fourteen (14) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Association.

Transfer, Suspension, and Termination of Membership

- 2.7 Transfer – Membership in the Association is non-transferable.
- 2.8 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association bylaws.
- 2.9 Termination – Membership in the Association will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
- c) Resignation by the Member by giving written notice to the Association;
- d) Dissolution of the Association;
- e) Not being a member in good standing for twelve consecutive months;
- f) A decision made by the discipline committee in accordance with the Association's applicable discipline policies; or
- g) The Member's death or dissolution (as applicable).

2.10 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action by the Association.

2.11 Arrears – A Member will be suspended or terminated from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Board.

2.12 Discipline – A Member may be disciplined in accordance with the Association policies and procedures relating to the discipline of Members.

2.13 Dues Payable – Any dues, subscriptions, or other monies owed to the Association by Members upon suspension or termination will remain due.

Good Standing

2.14 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has complied and remitted all documents as required by the Association;
- d) Has complied with the Bylaw's, policies, and rules of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association,
- f) If subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- g) Has paid all required membership dues.

2.15 Privileges of Good Standing – Subject to these Bylaws and other governing documents of the Association, Members in good standing are entitled to the following privileges:

- a) To serve as a Director or Officer of the Association;
- b) To be a member of a Committee of the Association;

person attends the meeting for the expressed purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called in accordance with these By-Laws.

3.6 Quorum – Twenty-one (21) Members present will constitute a quorum.

- a) If a quorum is present at the opening of the meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- b) If quorum is not achieved, then voting cannot be conducted. A second meeting shall be called, at which the members present constitute quorum.

3.7 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order;
- b) Establishment of quorum;
- c) Declaration of any Conflicts of interest;
- d) Approval of the agenda;
- e) Approval of minutes of the previous Annual General Meeting;
- f) Presentation and approval of reports;
- g) Report of Auditors;
- h) Business as specified in the meeting notice;
- i) Election of new Directors;
- j) Round table/open floor; and
- k) Adjournment.

3.8 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.9 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.10 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Association, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted with a majority consent of the Members present.

Voting at Meetings of Members

- 3.11 Voting Privileges – Members will have the following voting rights at all meeting of Members:
- a) Individual members who are the age of majority or older may exercise one vote at all meeting of the Members.
 - b) If any Board member holds more than one Board position, they will only be entitled to have one vote at any meetings.
- 3.12 Eligibility of Votes – Any individual member registered in the current calendar year is eligible to vote at a meeting of the Members. Executive appointments to paid positions such as the Registrar and Fundraising Director shall not make motions or vote. The President shall only vote in case of ties.
- 3.13 Proxy Voting – There will be no voting by proxy.
- 3.14 Absentee Voting – There will be no absentee voting.
- 3.15 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.16 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Composition of the Board – The Board consists of the following positions, which constitute the Executive Officers (see Article V):
- a) President;
 - b) Vice President;
 - c) Secretary;
 - d) Treasurer; and
 - e) Past President.

The board may also consist of the following directors:

- f) U5 Director;
- g) U7 Director;
- h) U9 Director;
- i) U11 Director;
- j) U13 Director;

- k) U15-19 Youth Boys Director;
- l) U15-19 Youth Girls Director;
- m) Adult Soccer Director;
- n) Director of Officials;
- o) Technical Director;
- p) Equipment Director;
- q) Facilities Director; and
- r) Tournament/Game Director.

The board must also include the following paid positions:

- s) Fundraising Rep; and
- t) Registrar.

4.2 Directors-at-Large – Elected Directors may be selected, by the Board, to serve as Director-at-Large of various portfolios related to the operations of the Association (e.g., League Director, Communications Director, Discipline Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

- a) This is a non-voting position.

4.3 Limitations - No person shall hold more than one position on the Board except for filling vacancies (see Article 4.17). No more than one member of the same household shall hold a position on the Board at any given time.

Eligibility of Directors

4.4 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be a Member;
- b) Be eighteen (18) years of age or older;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankruptcy.

Election of Directors

4.5 Nominations Officer – The Board will appoint a Nominations Officer. The Nominations Officer will be a Board Member responsible to preside over the election of the Directors during the Annual General Meeting. The Nominations Officer shall not be candidate for election. The Nominations Officer will hold the ballots in hand in case of a motion for a re-count. The Nominations Officer shall destroy the ballots after results have been finalized and announced.

- 4.6 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) The nomination shall have a seconder; and
 - c) Be submitted to the Registered Office of the Association fourteen (14) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.7 Absent Nominations – Any nominee absent from the Annual General Meeting shall provide written consent to allow their name to stand. The Nominations Officer is to have received any consent documents, signed by the nominee, prior to or at the Annual General Meeting.
- 4.8 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election thirty (30) days prior to the Annual General Meeting.
- 4.1 Nominations from the Floor – Nominations will not be accepted from the floor of an Annual General Meeting unless there is no candidate for a vacant position.
- 4.2 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 4.3 Election Cycle – Directors will be elected at each Annual General Meeting as follows:
- a) The President, Treasurer, U5 Director, U11 Director, U15-19 Youth Boys, Director of Officials, Technical Director, and Equipment Director will be elected even years.
 - b) Vice President, Secretary, U7 Director, U9 Director, U13 Director, U15-19 Youth Girls, Facilities Director, and Tournament Director will be elected odd years.
- 4.9 Elections – Elections for each Board position will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.
- 4.2 Terms – Elected Directors will serve an initial term of two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

- 4.3 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at any time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.4 Vacate Office – The Office of any Director will be vacated automatically if:
- a) The Director becomes no longer eligible to be a Director;
 - b) The Director is found to be incapable of managing property by court or under Alberta law;
 - c) The Director is found by court to be of unsound mind;
 - d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - e) The Director dies.
- 4.5 Removal – A Board Member may be removed by Special Resolution of the Members at a meeting of the Members provided the Board Member has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. If a Board Member holds more than one position they will be removed from all held positions.

Filling a Vacancy on the Board

- 4.6 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, another Director may act as interim until the Board appoints an eligible individual to fill the vacancy for a term expiring no later than the designated election cycle of the vacant position.
- a) The Board shall make all effort to fill the vacancy.

Meetings of the Board

- 4.7 Call of Meeting – A meeting of the Board can be called at any time by the President, or by written requisition of at least two (2) Directors.
- 4.8 Frequency - Meeting of the Board shall be held at least every six weeks. A meeting must be held in both April and September.
- 4.9 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.
- 4.10 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be

sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Association.

- 4.11 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.12 Quorum – At any meeting of the Board, quorum will be a majority of Directors. If quorum is not reached, then the meeting shall be rescheduled no later than fourteen days later. At the rescheduled meeting, four Directors shall constitute a quorum.
- 4.13 Voting – Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- a) If any Board member holds more than one Board position, they will only be entitled to have one vote at any meetings.
 - b) The Past President and Executive appointments to paid positions such as the Registrar and Fundraising Director shall not make motions or vote.
 - c) The president shall only vote in case of ties.
- 4.14 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.
- 4.15 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.16 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.17 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 4.18 U5 to U19 Directors:
- a) Attend all meetings;
 - b) Recruiting of coaches as needed;
 - c) Observing individual coaches and practices;

- d) Providing the Technical Director with all relevant information of local coaches and levels of certification;
- e) Encouraging a coach to advance their expertise;
- f) Assisting a coach if required to supply suggestions or observe a team to lend expertise;
- g) Ensuring that general concerns of members, coaches, players, and parents be brought forward to the board and/or President;
- h) Promoting good sportsmanship and disciplining players and coaches when necessary;
- i) Ensuring that all teams have sufficient playing equipment such as balls and basic uniforms;
- j) Mediating disputes within their respective leagues or forwarding disputes to the President as required; and
- k) Distributing any information that is relative to the coaches and parents of youth and developmental soccer players.

4.19 Director of Officials:

- a) Attend all meetings;
- b) Maintaining a list of all locally qualified referees and their years of experience (a copy of this list is distributed to the President and Tournament Director);
- c) Hosting and arranging referee courses;
- d) Scheduling referees for league games;
- e) Liaising between the L.D.S.A. Referee Assistant and the Association regarding referee matters and evaluations; and
- f) Tabulating referee expenses (i.e. game officiated) and submitting to the Treasurer for payment.

4.20 Technical Director:

- a) Attend all meetings;
- b) Arranging and hosting the Elite camps, junior soccer camps and accommodating the Association's need as directed by the Director and Executive Members;
- c) Ensuring all material is in the association library at the start of the season;
- d) Providing videos or other options of drills to coaches at the first coaches meeting;
- e) Traveling to various fields and visits with coaches to ensure material is being circulated;
- f) Ensuring all library material must be received and returned and left at the clubhouse by mid-season (Mid-May);
- g) Recommending if the money is available in the clubs general account, the continued purchasing of soccer periodicals;

- h) Maintaining a list of local qualified (trained) coaches and the level of certification obtained with a copy of the list distributed to the President and League Directors;
- i) Ensuring and emphasizing the coach's clinics in spring;
- j) Ascertaining the need for coach development. Assist with coach symposium in spring, which emphasizes player drills and coaching techniques as well as basic player strategies;
- k) In consortium with the Directors and the President, allocates coaches to the various positions available at each age level;
- l) Recruiting of coaches as needed;
- m) Observing individual coaches and practices;
- n) Mediating disputes with President and either Director that may involve player assignment, unfair team formation, player/coach incompatibility, etc.;
- o) Assisting a coach if requested to supply suggestions or observe a team to lend expertise;
- p) Encouraging coaches to advance their expertise;
- q) Emphasizing the development of soccer players through soccer clinics;
- r) Promoting the highest level of soccer within this Association; and
- s) Encouraging skilled players to enhance their abilities to higher soccer with the district if available.

4.21 Equipment Director:

- a) Attend all meetings;
- b) Collecting and giving of equipment to the appropriate directors and/or members;
- c) Keeping an inventory of all equipment;
- d) Collecting and giving of uniforms;
- e) Ordering equipment as needed and as approved by the executive and directors;
- f) Classifying the condition of the equipment;
- g) Ensuring all first aid kits are filled for the start of the seasons; and
- h) Ensuring cleanliness and proper storage of equipment in Equipment area.

4.22 Facilities Director:

- a) Attend all meetings;
- b) Liaising with the city of Cold Lake and contractor regarding the administration of the city of Cold Lake contract for field maintenance;
- c) Identifying problems that need correction;
- d) Contacting services as required for special events and/or correction of problems such as toilets, garbage bins etc.;

- e) Coordination of laying out of fields in the spring and for special events i.e. flags, net, lines, etc.; and
- f) Maintaining cleanliness and proper storage of equipment in Equipment Area.

4.23 Tournament/Game Director:

- a) Attend all meetings;
- b) Coordinating all aspects of running a tournament;
- c) Overseeing in conjunction with the President;
- d) Ensuring the following are taken care of for the Tournaments:
 - Tournament Packages;
 - Referee Schedule;
 - Player/Team Schedule;
 - Toilets (placement and maintenance);
 - Field preparation;
 - Nets and Flags
 - Fundraising opportunities i.e. Radar kicking, 50/50 raffles;
 - Concession if needed;
 - Sponsorship; and
 - Advertising.

4.35 Adult Soccer Director

- a) Attend all meetings;
- b) Maintaining a list of all local coaches and the level of certification obtained with a copy to the President and Technical Director;
- c) Ensuring and emphasizing the coach's clinics in spring;
- d) Ascertaining the need for coach development. Hosts and arranges for a coaching symposium in the spring, which emphasizes player drills and coaching techniques as well as basic player strategies;
- e) In consortium with the Technical Director and President, allocates coaches to various positions available at each age level;
- f) Recruiting individual coaches as needed;
- g) Observing individual coaches and practices;
- h) Mediating disputes with President and Technical Director that may involve player assignment, unfair team formation, player/coach incompatibility etc.;
- i) Assisting a coach if requested to supply suggestions or observe a team to lend expertise;

- j) Encouraging a coach to advance their expertise;
- k) Preparing and distributing coach packages at season's start up Coach's meeting;
- l) Finding coaches and assistant coaches for each of the Adult teams;
- m) Ensuring that general concerns of members, coaches, players, and parents be brought forward to the board and/or President;
- n) Promoting good sportsmanship and disciplining players and coaches when necessary;
- o) Ensuring that all teams have sufficient playing equipment (such as several balls etc.) and basic uniforms;
- p) Distributing any information that is relative to the coaches and adult players; and
- q) Distributing the ASA team registration to all adult soccer coaches.

Duties for Paid Positions

4.36 Registrar

- a) Attend all meetings;
- b) Staffing the registration booth with recruited volunteers;
- c) Accepting registrations and inputs the data into our club's data bank, and then organizing that data for the Directors involved and the President. Lists are maintained alphabetically with the playing age and sex groupings as well as in as alphabetical master list;
- d) Collecting fees/bonds and giving them to the Treasurer as soon as possible;
- e) Ensuring that all players and coaches have signed the liability waiver form;
- f) Compiling volunteer information and forwarding it to the appropriate Director;
- g) Submitting requested reports; and
- h) Ensuring all Public Relations outlets are updated with relevant content (such as social media and CLMSA Website).

4.37 Fundraising Coordinator

- a) Attend all meetings;
- b) Coordinating any fund-raising activities that the Association deems necessary;
- c) Overseeing, in conjunction with the President and Fundraising Committee members, if utilized; and
- d) Submitting necessary reports as requested by the board.

Powers of the Board

- 4.38 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions.**

- 4.39 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- a) Make policies and procedures or manage the affairs of the Association in accordance with the Act and these Bylaws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
 - e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - f) Enable the Association to receive donations and benefits for the purpose of furthering the objects and purposes of the Association;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Association;
 - h) Borrowing money as per guidelines/restrictions in Article 8.7; and
 - i) Perform any other duties from time to time as may be in the best interests of the Association.

ARTICLE V EXECUTIVE OFFICERS

- 5.1 Composition – The Executive Officers will be comprised of the President, Vice President, Secretary, Treasurer and Past President.

Duties of the Executive

- 5.2 President
- a) Attend all meetings;
 - b) When present and not in conflict with the purpose of the meeting, preside at all meetings;
 - c) Only chair committee meetings when a committee chairman is not present or been selected;
 - d) Be responsible for the overall operation and coordination of the Association;
 - e) Host all Provincial Tournaments in conjunction with the Tournament Director, ASA/LDSA representative and the L.D.S.A. Referee Assistant;

- f) Present a general picture of the Association's planned expenditure for the next year at the AGM;
- g) Plan the outdoor League Schedule in conjunction with other Community Presidents within the District;
- h) Attend all L.D.S.A. meetings as the representative of the Association;
- i) Have charge of all the correspondence of the Association;
- j) Distribute all appropriate correspondence and information to the appropriate Director as promptly as possible;
- k) File and changes to the Association's Bylaws with the Society's Branch, L.D.S.A. and the A.S.A. Voting Rights of the President would be only a deciding factor for a tie within any meeting;
- l) Be responsible for the hiring of a registrar, if utilized, for each registration season; and
- m) Be an ex-officio member of all Committees.

5.3 Vice-President

- a) Attend all meetings;
- b) Preside over any meeting if the President is unable to chair the meeting and the Vice-President is not in conflict with the general purpose of the meeting;
- c) May attend L.D.S.A. meetings as an additional representative of the Association as permitted by the L.D.S.A. This duty may be required if the President is unable to attend;
- d) Chair the Discipline Committee; and
- e) Automatically assume the roles and responsibilities if for any reason the President position becomes vacant until the next Election cycle.

5.4 Secretary

- a) Attend all meetings;
- b) Keep accurate minutes of all meetings. Such minutes shall be maintained at all times in the designated office of the Association and may be inspected by members following proper acceptance of the minutes at any times during business hours;

- i. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board. In the case the Secretary's position becoming vacant, the Board shall appoint an officer to fill the position temporarily until a new Secretary can be elected at the next AGM;
- c) Keep an up-to-date listing of all rules and operating policies that result from ordinary resolutions passed from time to time at meetings of the Associations. Each resolution shall have a number (consisting of the month, date, year it was passed) attached to it and be kept in a separate resolutions file for easy access; and
- d) File the names and addresses of the newly elected board to L.D.S.A. and a copy of the audited financial statement by December 31st of each year to be held with the minutes and a copy to the Treasurer.

5.5 Treasurer

- a) Attend all meetings;
- b) Receive all monies paid to the Association and shall be responsible for the deposit of the same in whatever bank, credit union or treasury branch the Executive may order;
- c) Keep a proper set of accounting records that properly account for all funds of the Association;
- d) Present a full detailed account of receipts and disbursements to the Association whenever requested and shall prepare for submission to the AGM a duly audited statement hereinafter set forth as the financial position of the Association;
- e) Submit a copy of the same to the Secretary for the records of the Association;
- f) File an annual return with the Society's Branch once a year after the AGM;
- g) Prepare a financial budget outlining registration fees and other revenues and itemized projected expenses and fees for officials for the Association and present it to an AGM for approval. The Association shall not approve a deficit budget;
- h) Responsible for ensuring the proper auditing of the books, accounts, and records of the Association by a duly qualified accountant appointed at the AGM; and
- i) Keep a record of all the members of the board and their addresses, send all notices of various meetings as required and may collect and receive the annual dues or assessments levied by the Association such as monies are to be promptly deposited in the Bank.

5.6 Past President

- a) Attend all meetings;
- b) Ensure Roberts Rules of Order is present at any Association/Board meetings and shall rule on any disputes over Rules of Order at a meeting;
- c) Shall preside over Association meetings if the President and Vice-President are unable to chair any meeting; and
- d) Shall advise and guide the presiding President during the newly elected President's first year of office and he/she may continue in that role as is mutually agreeable to both parties.

5.7 Delegation of Duties – With approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Director.

5.8 Removal – An Executive Officer may be removed by Special Resolution at a meeting of the Members, provided the Executive Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote.

5.9 Vacancy – Where the position of an elected Executive Officer becomes vacant for whatever reason, the Board will appoint, via Ordinary Resolution, another Director to fill the vacancy until the end of the term. That Director's previous role shall be filled as outlined in Article 4.16.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Association. The Board shall appoint one of its members, by Ordinary Resolution, to lead of any Committee. The Board may appoint or solicit volunteer Members to form the remainder of the committee. The Board may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions (except as directed in Article VII: Disciplinary Committee).

6.2 Quorum – A quorum for any committee will be the majority of its Members.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint an eligible individual to fill the vacancy for the remainder of the Committee's term.

6.4 Removal – The Board may remove any member of any Committee by Ordinary Resolution

6.5 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Association.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Association.

ARTICLE VII DISCIPLINE COMMITTEE

- 7.1 General – The Disciplinary Committee will consist of members of the Board and be guided by the C.L.M.S.A. Complaint, Conflict Resolution and Disciplinary Policy.
- 7.2 Composition of the Disciplinary Committee – The committee will consist of the following:
- a) Vice-President;
 - b) The Director of the age Division;
 - c) The Director of Officials, if required; and
 - d) A Director-at-Large, appointed by the Board
- 7.3 Reporting a Complaint – Any person may report a complaint to the Association President or the Director of the division.

ARTICLE VIII FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Association will be September – August.
- 8.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may determine.
- 8.3 Auditor – At each Annual General Meeting the Members may appoint an Auditor to audit the books, accounts and records of the Association in accordance with the Act. An appointed Auditor will not be an employee, Executive Officer, or Director of the Association or affiliated with the Board.
- 8.4 Books and Records – The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.
- 8.5 Signing Authority – Signing authority shall be given to the President, Vice-President, and the Treasurer. Funds may be released on the approval of the Board and then only by cheques bearing two signatures on behalf of the Association.
- 8.6 Property – The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.7 Borrowing Powers – For the purpose of carrying out its objective, the Association may borrow, raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures. This power shall be exercised only under the authority of the Association and in no case shall any borrowing of monies or debentures be issued without the sanction of a Special Resolution of the Association.

Remuneration

8.9 No Remuneration – All Directors, Officers (with the exception of paid employees of the Association who have been appointed as Officers), and members of Committees (except as permitted by these Bylaws) will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Association under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest

8.10 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX NOTICE

9.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

ARTICLE X DISSOLUTION

10.1 Dissolution – The Association may be dissolved in accordance with the Act.

10.2 Financials at Dissolution - In the event that the Association is no longer active, any monies accumulated by the Association shall be held in trust by the L.D.S.A. for a period of five (5) years. In this five-year period, the L.D.S.A. shall do all it can to reactivate the Association. If at the end of the five-year period, the Association is not reactivated, the monies held in trust to the L.D.S.A. shall be used by the L.D.S.A. to promote soccer within the Lakeland District.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each Director and any individual who acts at the Association's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise

or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Association's request in a similar capacity.

- 11.2 Will Not Indemnify – The Association will not indemnify a Director or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Association will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Association; and
 - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 11.3 Insurance – The Association will, at all times, maintain Directors and Executive Officers liability insurance.

ARTICLE XII AMENDMENT OF BYLAWS

- 12.1 Notice – Proposed changes to these bylaws must be posted on the Association website at least twenty-one (21) days prior to the general/special meeting.
- 12.2 Voting – These Bylaws may only be amended, revised, repealed, or added to by Special Resolution of the Members.
- 12.3 Effective Date – Bylaws amendments are effective from the date they are registered with the Association's Branch.

ARTICLE XIII ADOPTION OF THESE BYLAWS

- 13.1 Ratification – These Bylaws were ratified by the Members of the Association at a meeting of Members duly called and held on **DATE**.
- 13.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.