

LACOMBE SOCCER CLUB

BY-LAWS

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Article 1: Name

The name of this organization shall be “Lacombe Soccer Club” herein referred to as “LSC” which shall be the governing body of soccer for Lacombe and area in the Province of Alberta

Article 2: Definitions and Interpretation

In these By-Laws, unless context otherwise requires;

- A. Executive Board refers to the elected officers of LSC elected at the AGM and consisting of:

President	Vice President
Treasurer	Secretary
Junior Director	Mini Director
Junior Registrar	Mini Registrar
Junior Equipment Co-ordinator	Technical Lead
Referee Co-ordinator	Fundraising Co-ordinator

- B. Voting Executive Board (voting board member = VBM) consists of :

President
Vice President
Treasurer
Secretary
Junior Director
Mini Director

C. Motion means a motion passed by simple majority of votes cast by the Voting Board Members.

D. ASA refers to Alberta Soccer Association

E. CSA refers to Canadian Soccer Association

F. CASA refers to Central Alberta Soccer Association

Article 3: Affiliation

LSC shall be affiliated under the jurisdiction of CASA, ASA, and CSA and shall be subject to the rules and regulations of CASA, ASA, and CSA supplemented by additional rules to cover conditions unique to LSC.

Article 4: General Meetings

1. The annual general meeting of LSC shall normally be held each year prior to March 31st, at a date and place determined by the Executive Board. Notice of AGM will be posted on all LSC Social Media and advertised publicly in the City of Lacombe.
2. Election of officers shall occur at the AGM

Article 5: Rule of Order

All meetings of LSC shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

Article 6: Presiding Officer

The President shall preside at all meetings of LSC and in his/her absence the Vice President shall take the chair.

Article 7: Quorum

50% plus one of the total number of Voting Board Members shall constitute a quorum at any meeting of LSC.

Article 8: Voting

1) Only Voting Board Members shall have a deliberate vote

2) The President shall also have a casting vote.

3) Elected Board members consisting of:

Junior Registrar

Mini Registrar

Junior Equipment Co-ordinator

Technical Lead

Referee Co-ordinator

Fundraising Co-ordinator

-Shall have voice but no vote at executive and Annual General Meetings except for items of a disciplinary nature or for expenditures of \$5,000.00 or more then they shall also have vote,

Article 9: Executive Meetings

- 1) Meeting of the Board shall be at the call of the President or by a circulated written notice signed by the majority of voting members of the board.
- 2) An executive board member upon majority vote at any LSC meeting may be removed from office for any cause which LSC may deem reasonable.
- 3) To be elected to the Executive Board a candidate must have a majority of the valid votes cast.
- 4) For VBMs failure to attend 3 consecutive meetings will constitute dismissal from the executive position notwithstanding extenuating circumstances.

Article 10: Duties of Officers

- 1) President- The President shall when present, preside at all meetings of LSC and the executive board. He/She shall be an ex-officio of all committees. In his/her absence the Vice-President shall take the chair.
- 2) Vice-President shall be the senior officer of LSC next to the President and he/she shall preside at all meetings in the President's absence. He/She shall have such other duties as prescribed.
- 3) Secretary:
 - a) To attend and keep accurate minutes of all meetings of LSC including executive board and AG meetings. Members may inspect such minutes upon request, following acceptance
 - b) He/She shall have charge of the seal of LSC which seal whenever used shall be authenticated by the signature of the Secretary and the President or in case of death or inability of either to act, by the Vice-President.
 - c) He/She shall have charge of all the correspondence of LSC and be under the direction of the President and the executive board.
 - d) In case of absence of the Secretary his/her duties shall be discharged by such officer as may be appointed by the Board.
 - e) Provide financial institutions with changes to signing authority following AGM.

4) Treasurer:

a) Shall be responsible for the maintenance and custody of the books of account of LSC. Such books may be inspected by any member at any time during normal business hours, following acceptance of the books by the Executive Board and upon giving reasonable notice

b) He/She shall present a full detailed account of disbursements and receipts to the board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of LSC and submit a copy of the same to the Secretary for the records of LSC.

5) Junior Director

- Oversees the junior soccer program of LSC and works in conjunction with the Junior Registrar and the Junior Equipment Co-ordinator to organize and maintain the LSC junior program.

6) Mini Director

-Oversees the mini soccer program of LSC and works in conjunction with the Mini Registrar to organize and maintain the LSC mini program.

Article 11: Duties of the Executive Board

1. The Board shall be responsible to the members of LSC
2. The Board shall implement and control policies, finances, and general affairs of LSC in discharging its responsibility to the members.
3. 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.

Article 12: Vacancies

1. The office of a member of the Board of Directors of LSC may be vacated:

- a) Upon resignation, in writing
- b) if he/she be removed by resolution of LSC for good and sufficient cause

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

Article 13: Audit

1. The fiscal year of LSC shall be from September 1st to August 31st of the following year, both inclusive.
2. Auditors shall be appointed bi-annually to audit the accounts of LSC
3. The books, accounts and records of LSC shall have notice to reader every 3 years by a duly qualified accountant. The Auditor shall not be a member of the Executive Board. A complete and proper statement of the standing of the books for the previous period shall be submitted in person or in writing by such auditor at the Annual General Meeting of LSC.
4. The books and records of LSC may be inspected by any member of LSC provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board at all times shall have access to such books and records.

Article 14: Indemnity

Every Member of the Board or other volunteer of LSC shall be indemnified by LSC against all costs, losses, and expenses incurred by the, respectively in or about the discharge of their respective duties, except as happens from their own respective willful neglects or defaults.

Article 15: Corporate Seal

LSC shall have a corporate seal and the Board shall provide for the safe custody of the seal. All documents bearing the seal shall be signed by two properly designated signing officers.

Article 16: Committees

1. The Board shall constitute committees as it deems necessary to ensure efficient administration of the affairs of LSC.
2. Chairman of each and any committee shall be appointed by the Executive Board
3. Committees shall have such responsibilities as are determined by the Executive Board.

Article 17: Amendments To Bylaws

1. All proposed amendments to the Bylaws shall be forwarded, in writing to the Executive Board no later than thirty (30) days prior to the Annual General Meeting called for that purpose
2. Copies of proposed amendments to the Bylaws shall be send to all Executive Board members. This shall be done not less than fourteen (14) days prior to the General Meeting at which they will be considered.
3. Amendments to the Bylaws will require two-thirds ($\frac{2}{3}$) majority vote of these present at the Annual General Meeting or Special General Meeting unless directed otherwise by ASA.
4. Only Executive Board members shall be permitted to propose amendments to these Bylaws.

Article 18: Amendments to Rules & Regulations

1. Amendments to the Rules & Regulations of LSC shall be made by the Executive Board at the Annual General Meeting, Special General Meeting and/or an Executive Board Meeting called for that purpose. All proposed amendments to the Rules & Regulations of LSC shall be sent to the Secretary at least twenty-one (21) days before the date set for the meeting for distribution to the Executive Board members, at least fourteen (14) days prior to the meeting.
2. A simple majority of votes at the Annual or Special General Meeting is all that is required to approve proposed changes to the general Rules & Regulations.

Article 19: Borrowing Powers

For the purpose of carrying out its objectives, LSC may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular debentures, but this power shall be exercised only under the authority of LSC and in no case shall debentures be issued without the sanction of a special general meeting of LSC.

Article 20: Code of Conduct

1. Members have an obligation not only to abide by the Bylaws and Rules and Regulations of LSC but also act in a manner that evidences their commitment to the principles and intent of the Bylaws and Rules and Regulations.
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.
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.
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 LSC, or that betrays a trust or confidence.
5. Members shall at all times exhibit deportment that maintains LSC's reputation and shall at no time harm or hinder LSC or its ability to represent the sport.
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 behaviors, be it ethnic, religious or sexual in nature.
7. The interaction or involvement of members under the jurisdiction of LSC shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or explicit.

8. 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.
9. 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 Constitution of the ASA.
10. The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature.
11. 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 21: Conflict of Interest

1. On election to the position of a Board member of LSC, the newly elected Board member 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.
2. A Board member of LSC shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to LSC.
3. A Board member of LSC shall not benefit directly or indirectly from any transaction with LSC, unless it is to the clear advantage of LSC as determined by the Board of LSC.
4. A Board member of LSC 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.
5. A volunteer Board member of LSC 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 LSC.

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 LSC.
7. Any Director who, by personal or business conduct violates any part of Article 21 may be suspended from the Board by two-thirds ($\frac{2}{3}$) majority vote of the entire Board of LSC after an investigation has been made at which the member 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 LSC at its next General Meeting.