



Lakeland District Soccer Association
Annual General Meeting Minutes
Microsoft Teams
November 23, 2025 @ 7:30pm

1. Roll Call-Confirmation of quorum/Meeting to order

LDSA:

Josh Phillips - LDSA President

Dora Robinson – LDSA Secretary, St. Paul Pres.

Julie Robichaud – LDSA 1st VP

Melissa Foglietta - LDSA Exec. Dir.,

Glenda Bouvier – LDSA 2nd VP, LLB Pres.

Jose Teixeira referee director - absent

Bonnyville: Keith Bordeleau BV President, Curtis Conrad, Vice President

Cold Lake: Darren Robson, delegate – Officials director

Elk Point: Absent

Hardisty: Absent

Kitscoty: Absent

Lac La Biche: Bobbi Grant, delegate - LLB treasurer

St. Paul: Angele Morrison, delegate – St. Paul Vice President

Sedgewick: Absent

Vegreville: Absent

2. Approval of Meeting Agenda

- a. Motion to approve agenda by Bonnyville, St. Paul seconded, all in favour – passed.

3. Review and Approval of Previous AGM Minutes

- a. Motion to approve minutes by Lac La Biche, Bonnyville seconded, all in favour - passed

4. Business Arising from the Minutes

- nothing arising

5. Reports

- a. No reports

6. Budget Review & Approval

- a. LDSA Fees

- i. Motion to approve the fees for the upcoming year by Cold Lake, Bonnyville seconded, all in favour - passed

- b. 2025-26 Budget

- i. Motion to approve the budget by Bonnyville, St. Paul seconded, all in favour - passed

7. Presentation and Consideration of Financial Statements

- presented without questions



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8. Bylaws, Rules & Regulations

- a. LDSA Objectives Updates [Link](#)
 - i. Motion to approve the LDSA objectives by Bonnyville, St. Paul seconded, all in favour - passed
- b. LDSA Bylaw Updates [Link](#)
 - i. Motion to approve the Bylaws by Cold Lake, Bonnyville seconded, all in favour - passed

9. Elections bylaws state:

18.1 The following positions shall be elected for a 2 year term at the AGM held on even numbered years.

(a) President – Currently held by Josh Phillips, up for election in 2026.

(b) 2nd Vice President – Currently held by Glenda Bouvier, up for election in 2026.

18.2 The following positions shall be elected for a 2 year term at the AGM held on odd numbered years.

(a) 1st Vice President – Currently held by Julie Robicheau, **up for election.**

Julie Robicheau would like her name to stand, no other nominations, re-elected by acclamation.

(b) Secretary – Currently held by Dora Robinson, **up for election.**

Angele Morrison nominates Janice Huser for secretary, no other nominations, elected by acclamation.

10. New Business

- a. No new business

11. Adjournment

- a. LLB motions to adjourn the meeting, all in favour – meeting adjourned 8:03 pm.



OBJECTIVES OF THE LAKELAND DISTRICT SOCCER ASSOCIATION

The Lakeland District Soccer Association shall uphold the following objectives:

- To encourage and promote recreational and competitive soccer in the District.
- To organize appropriate interlocking league schedules and tournaments in liaison with the soccer communities in the District.
- To select representative teams to compete in Provincial Championships.
- To promote the Alberta Soccer Association (ASA) development programs for officials, players, coaches, and parents.
- To act as a liaison between the Community Soccer Associations, the ASA and the Canadian Soccer Association (CSA).
- To register in accordance with ASA guidelines, all soccer players, coaches, and officials in the District.
- To promote an attitude of sportsmanship and good conduct from all who participate in soccer.



BY-LAWS OF THE LAKELAND DISTRICT SOCCER ASSOCIATION

(DATE)



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ARTICLE I GENERAL

SECTION 1: General & Definitions

- a) The name of this organization shall be the “Lakeland District Soccer Association”, (hereinafter referred to as the LDSA)
- b) The LDSA shall be comprised of Members as hereinafter set out and shall be managed by a Board of Directors constituted as stated in these Bylaws.
- c) The LDSA shall be the governing body of soccer for the Alberta Soccer Association District #12 in the Province of Alberta.
- d) The LDSA shall be affiliated with, and under the jurisdiction of the Alberta Soccer Association, and shall be subject to the rules and regulations of that body, supplemented by additional rules to cover conditions unique to District #12.
- e) The geographical boundaries of the LDSA will be as currently determined by the Alberta Soccer Association.
- f) The Governance Documents of the LDSA in order of precedence are the:
 - i. Societies Act RSA 2000, c S-14 as amended from time to time
 - ii. Objectives
 - iii. Bylaws
 - iv. Governance Policies
 - v. General Rules and Regulations
- g) Definitions and Interpretations in these Bylaws, unless the context otherwise requires:
 - i. “ASA” refers to the Alberta Soccer Association.
 - ii. “Accredited” president or declared proxy
 - iii. “Associate Member” means an organization operating on an intercommunity basis within the District, such as a school league, who has been approved for membership by the Board and agrees to abide by the Bylaws and Rules and Regulations set forth by LDSA.
 - iv. “Auditor” means any individual(s) authorized to examine and verify records.
 - v. “Director” means a person who helps to manage the affairs of the Society.
 - vi. “Executive Committee” means the Officers of LDSA appointed at the Annual General Meeting and consisting of:
 - a) President
 - b) 1st Vice President
 - c) 2nd Vice President
 - d) Secretary
 - vii. “General Meeting” means that a general meeting of all Members of the Society.
 - viii. “Special Resolution” means a resolution passed at a General Meeting by the vote of not less than seventy five percent of those Members who, if entitled to do so, vote in person or by proxy; or a resolution proposed and passed as a special resolution at a General Meeting.
 - ix. “Objects” means the purposes for which the Society is formed and for which it conducts its affairs which are described in the Application, as amended from time to time.
 - x. “Officer” means a person who is appointed or elected to perform a specific function (e.g., 1st Vice President, 2nd Vice President, Secretary). An Officer usually, but not necessarily, belongs to the Society and is described as having a position with the Society.
 - xi. “Ordinary Resolution” means a decision passed by a majority of Members or Directors voting favorable on a motion made.
 - xii. “Proxy” means the transfer of voting rights from one Member to someone authorized to vote for the Member in the Member’s absence.
 - xiii. “Quorum” means the minimum number of persons who must be present to hold a valid meeting empowering that meeting to pass binding resolutions.
 - xiv. “Society” means the Lakeland District Soccer Association.



ARTICLE II MEMBERS

SECTION 1: Membership

- a) The LDSA has three classes of membership, hereinafter collectively referred to as "Members" or individually as a "Member".
 - i. Regular Members
 - ii. Associate Members
 - iii. Life Members
- b) Admission to the LDSA as a Regular Member is open to entities that:
 - i. are constituted local soccer Associations and;
 - ii. are approved by the Board of Directors; and
 - iii. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting; and
 - iv. represent a recognized municipal area within the District; and
 - v. meet all other requirements for Regular membership in the LDSA imposed under the Governance Documents of the LDSA.
- c) Admission to the LDSA as an Associate Member is open to soccer and soccer related entities that:
 - i. operate on an intercommunity basis within the District such as school, college, and university leagues;
 - ii. are approved by the Board of Directors; and
 - iii. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting; and
 - iv. are not Regular Members; and
 - v. meet all other requirements for Associate membership in the LDSA imposed under the Governance Documents of the LDSA.
- d) Admission to the LDSA as a Life Member is open to entities that:
 - i. have made a meritorious contribution to the LDSA; and
 - ii. are nominated for the position of Life Member 30 days in advance of the Annual General Meeting or Special Meeting; and
 - iii. are not an incumbent officer of the LDSA; and
 - iv. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting.
- e) A member of the LDSA shall have the following rights and privileges:
 - i. to receive notice and the agenda of all Annual General Meetings and Special Meetings;
 - ii. to exercise those rights that are applicable to its membership category, according to the By-laws of the LDSA;
 - iii. to be informed of the affairs of the LDSA.
- f) A Regular Member shall have the following additional rights and privileges:
 - i. to vote at all Annual General Meetings and Special Meetings, provided they are in good standing on the last regular business day prior to said meeting;
 - ii. for the purpose of Article 2.1.f.i, a Member shall be in good standing if all accounts payable by the Member to the LDSA are current (not past due) and there are no other disciplinary sanctions against the Member that result in the Member being not in good standing;
 - iii. to exercise all other rights arising from the Governance Documents of the LDSA that pertain to Regular Members.
- g) A Member of the LDSA shall have the following obligations:
 - i. to comply with the Governance Documents of the LDSA at all times;
 - ii. to meet all financial obligations to the LDSA as required, including the payment of fees;
 - iii. to communicate annually to the LDSA any amendment of its Governance Documents as well as the list of its Directors and Officers, if applicable;
 - iv. to meet the requirements specified under Article II.1.b & Article II.1.c for the duration of their membership, if applicable
- h) Violations of the obligations set out in Article II.1.g by any Member may lead to sanctions by the Board of Directors.



SECTION 2: Expulsion of a Member

- a) The Accredited Voting Delegates at an Annual General Meeting or Special Meeting may expel a Member by a two-thirds (2/3) majority vote if:
 - i. the Member fails to fulfill its financial obligations towards the LDSA; or
 - ii. the Member seriously or repeatedly violates the Governance Documents or directives of the LDSA;
- b) Membership is terminated by expulsion. Loss of Membership due to expulsion does not relieve the Member from its financial obligations toward the LDSA but shall lead to cancellation of all rights in relation to the LDSA.

SECTION 3: Suspension of a Member

- a) The Discipline Committee may suspend a member where a member has seriously breached the Governance Documents in a manner that seriously undermines the integrity of the organization. The suspension shall be the earlier of the next meeting of the association or 60 days whichever comes first.
- b) A suspended Member shall have the right to appeal a suspension to an Annual General Meeting or Special Meeting, whose Accredited Voting Delegates shall determine the issue by a two-thirds (2/3) vote.

SECTION 4: Resignation of a Member

- a) Any Member may resign from the LDSA by delivering its written resignation to the President through the LDSA Executive Director. Notification of intention to resign must reach the President no later than thirty (30) days prior to the Annual General Meeting.
- b) Membership is terminated by resignation. Loss of Membership due to resignation does not relieve the Member from its financial obligations toward the LDSA but shall lead to cancellation of all rights in relation to the LDSA.

SECTION 5: Membership Fees

- a) Annual Membership fees for each category of Membership shall be established by a majority of delegates present and entitled to vote at an Annual General Meeting or Special Meeting of the LDSA. They shall be based on the following criteria:
 - i. Regular Membership
 - 1. A levy on each registered player per indoor season and each registered player per outdoor season.
 - ii. Associate Membership
 - 1. A fee as determined from time to time.

SECTION 6: Membership Renewals

- a) Regular Members
 - i. Regular Members wishing to renew their status for the coming year shall, prior to the Annual General Meeting, deposit with the LDSA, not less than \$50;
 - ii. A listing of renewed Regular Members shall be provided at the Annual General Meeting;
- b) Associate Members
 - i. Associate Members wishing to renew their status for the coming year shall pay the entire fee required for that year prior to the Annual General Meeting.

ARTICLE III MEETINGS

SECTION 1: Rules of Order

- a) Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition), insofar as they apply.

SECTION 2: Annual General Meeting

- a) The Annual General Meeting of the LDSA shall be held prior to December 15th each year and said date shall be determined by the Board.



- b) At least twenty-one (21) days' notice, in writing, shall be given to all Members of the Board and all Members of the LDSA of the date and location of the Annual General Meeting.
- c) If within one hour from the time appointed for the Annual General Meeting a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the Members present shall be a quorum.
- d) The members of the Board of the LDSA shall each have a voice but no vote at the Annual General Meeting.
- e) Order of Business at the Annual General Meeting will be as follows:
 - i. Call to Order
 - ii. Confirmation of Quorum
 - iii. Approval of the Agenda
 - iv. Approval of the minutes of previous Annual General Meeting
 - v. Business arising out of Minutes
 - vi. Reports
 - vii. Unfinished Business
 - viii. Financial Review and Budget
 - ix. Amendments to Governance Documents
 - x. New Business
 - xi. Election of Officers
 - xii. Adjournment

SECTION 3: Special Meeting

- a) A Special Meeting may be called by the Board of Directors by its own motion.
- b) A Special Meeting shall be called within thirty (30) days following the receipt of a written request signed by not less than one-third (1/3) of the Regular and Associate Members.
- c) All Members shall receive at least twenty-one (21) days written notice of the date, time and location of any Special Meeting.
- d) Only the business for which a Special Meeting has been called will be dealt with, except with the unanimous consent of those present.

SECTION 4: Planning and Operational Meetings

- a) There shall be a minimum of one (1) planning meeting per season at which each member will be invited to provide input with respect to the plans of LDSA.
- b) There shall be a minimum of one (1) operational meeting per season at which each member will be invited to provide input with respect to the plans of LDSA.

SECTION 5: Quorum

- a) Except as otherwise provided in these Bylaws. No business shall be transacted at an Annual General Meeting unless a Quorum of person entitled to vote is present at the meeting personally or by proxy at the time the meeting commences.
- b) A Quorum for the transaction of business at any Annual General Meeting, General Meeting or Special Meeting or other meetings of the Members shall be four (4) Active or Associate Members present, each being a Member entitled to vote there at or duly appointed proxy holder or representative for a Member so entailed.

SECTION 6: Presiding Officer

- a) The President shall preside at all Annual General Meetings and Special Meetings of the LDSA, and in his/her absence, the 1st Vice-President, shall take the chair. The absence of all two of these Officers the 2nd Vice-President shall take the chair.



- i. If within one half hour from the time appointed for the Meeting the above three Officers are not present, it shall stand adjourned to the same day in the next week.

SECTION 7: Delegates to the Annual General Meeting and Special Meetings

- a) A Regular Member of the LDSA shall be entitled to the following representation at all Annual General Meetings and Special Meetings of the LDSA:
 - i. a delegate with a vote, for each one hundred (100) registered outdoor players and unique registered indoor players, or portion thereof from the most recently completed outdoor and indoor seasons.
 - ii. The number of votes granted to a single Regular Member shall never, under any circumstances, be greater than 45% of the total actual votes in attendance at the meeting.
- b) An Associate Member shall be entitled to one (1) delegate or vote.
- c) Each Life Member may introduce and debate any matter deemed relevant to the business of the LDSA but may not vote.

SECTION 8: Voting

- a) Those who shall be qualified to vote and to take part at Annual General Meetings and Special Meetings of the LDSA shall be Accredited Voting Delegates of Organizations in Membership.
- b) The number of Accredited Voting Delegates allowed to organizations in membership shall be as specified within these By-Laws.
- c) The names of Accredited Voting Delegates and alternates must be filed with the LDSA not later than two (2) days prior to the Annual General Meeting and Special Meetings.
- d) Each Regular Member shall be entitled to have all its votes cast whether it be represented by one or all of its delegates but not by any other member (i.e., no proxy votes can be cast by one member on behalf of another member).
- e) At all meetings of the LDSA, voting shall be by a show of hands (whether in person or virtually) unless otherwise required by the By-laws of the LDSA or Corporation Law.
 - i. Decisions shall be approved by a majority of the Accredited Voting Delegates unless otherwise required by the By-laws of the LDSA or Corporation Law.
 - ii. Requests for a vote by ballot will be dealt with by a show of hands and approved by a majority of the Accredited Voting Delegates.
- f) If a vote by ballot is required, the chair shall appoint Scrutineers who shall total the votes and report them to the Presiding Officer, who shall announce the results to the assembly for the record.
- g) The President shall have a casting vote only.
- h) Board Members shall have a voice but no vote at the Annual General Meeting and Special Meeting.
- i) Other Officers and Directors shall have a voice but no vote at an Annual General Meeting and Special Meeting.
- j) Officers and Directors may not sit as Accredited Voting Delegates at an Annual General Meeting and Special Meeting.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1: Board Composition

- a) The Board is comprised of;
 - i. the elected Directors, and
 - ii. the immediate Past President, if he or she is appointed by the Board annually



- b) The elected Directors of the LDSA are;
 - i. the President,
 - ii. the 1st Vice-President,
 - iii. the 2nd Vice-President,
 - iv. the Secretary
 - v. the 1st Director at Large
 - vi. the 2nd Director at Large
- c) An individual may not hold more than one position on the Board of Directors.

SECTION 2: General

- a) The Board may appoint the immediate Past President to sit as an ex officio member of the Board with a one-year term.
- b) The Board may re-appoint the immediate Past President to one additional term of one year.
- c) The Executive Director shall not be a member of the Board, shall attend all meetings of the Board and participate in a non-voting capacity.
- d) The Board may exclude the Executive Director from any Board meeting held to review the Executive Director's performance, to deal with the compensation of the Executive Director or any other matter dealing with the contractual arrangements between the Executive Director and the LDSA.
- e) No Director shall receive any remuneration for performing his/her duties as a Director of the LDSA, other than reimbursement for out-of-pocket expenses incurred in the performance of his/her duties.
- f) No paid employee of any affiliated Association, League or Club and no paid employee of this LDSA may sit as an elected member of the Board of Directors of this LDSA. No paid employee of any affiliated Association, League or Club may sit as an elected Director of the affiliated Association, League, or Club, which employs him/her.

SECTION 3: Election To The Board

- a) The following shall be elected for a two (2) year term at the Annual General Meeting held in odd- numbered years:
 - i. 1st Vice President
 - ii. Secretary
 - iii. 1st Director at Large
- b) The following shall be elected for a two (2) year term at the Annual General Meeting, held in even-numbered years:
 - i. President
 - ii. 2nd Vice President
 - iii. 2nd Director at Large
- c) No individual may serve more than four (4) consecutive terms in the same Board position.
- d) The election of Directors shall be by secret ballot at the LDSA's Annual General Meeting.
- e) To be elected to the Board of Directors, a candidate must have a majority of the valid votes cast.
- f) If no person receives a majority of the valid votes cast, there shall be another ballot, from which the name of the person receiving the least number of votes in the previous ballot shall be deleted; where three (3) or more persons have contested an office, this process may be repeated, with the candidates receiving the least number of votes in any ballot being omitted from the next ballot.
- g) Where two (2) or more candidates have the fewest (least) number of votes, the meeting shall determine, by ballot, which of them shall be included in the next ballot.
- h) An individual wishing to stand for a position on the LDSA Board of Directors must have their nomination endorsed by a member or associate member who are in good standing.



- i. Nominations must be submitted to the Nominations Committee via the Executive Director, a minimum of two (2) weeks in advance of the scheduled date of the Annual General Meeting;
 1. If a Nominations Committee is not established, nominations are submitted to the Executive Director.
- ii. The form of Declaration will be provided by the LDSA at least twenty-one (21) days in advance of the scheduled date of the Annual General Meeting.
- iii. All nominations received by the Nominations Committee within the timelines of Article IV.3.g will be forwarded to the membership one (1) week in advance of the Annual General Meeting.
- iv. Candidates who are not successful for the position specified in their Declaration may subsequently stand for election to other positions at the Annual General Meeting if that intent was specified in the Declaration.
- v. Candidates do not have to be present at the Annual General Meeting to be elected to the Board of Directors if they have submitted their Declaration to the Nominations Committee.
- vi. Nominations from the floor will only be accepted when no candidates have been presented to the membership in accordance with Article IV.3.g and Article IV.3.g.iii.
 1. Nominees from the floor must be present and accept the nomination in order to stand for election to the Board of Directors.
- vii. An individual who holds a position on the Board of Directors for a term that extends past an Annual General Meeting may not be nominated for or elected to another position on the Board of Directors at that Annual General Meeting unless the individual submits a "letter of intent to resign" 60 days prior to the election and resigns their position 24 hours prior to the Annual General Meeting.
- viii. An individual who resigns a position from the Board of Directors to seek election for another board position must also indicate in writing their intent to allow their name to stand for their previously held position if unsuccessful in their attempt for election to the new position.

SECTION 4: Duties of the Officers

- a) The Board of Directors shall be empowered from time to time, by resolution, to appoint officers who may, on behalf of the LDSA, borrow or lend monies, sign contracts, documents, and instruments of writing, generally or specifically.
- b) The Board shall implement and control the policies, finances, and general affairs of the LDSA in discharging its responsibilities to the Members.
- c) 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 expressly provided for.
- d) The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature and shall have the power to carry out the responsibilities specified in these Bylaws.
- e) The President shall preside at all meetings of the LDSA and shall have a casting vote only. He/She shall be an ex-officio member of all committees. He/She shall, when present and not in conflict with the purpose of the meeting, preside at all general/special meetings of the District and of the Board of Directors. The President will be responsible for the overall operation and coordination of the District.
- f) The 1st Vice-President shall be the senior officer of the LDSA next to the President, and he/she shall preside at all meetings in the President's absence. He/She will chair the Discipline Committee. He/She shall have such other duties as prescribed.
- g) The 2nd Vice-President shall be the senior officer of the LDSA next to the President and 1st Vice-President, and he/she shall preside at all meetings in the President and 1st Vice-President's absence. He/she shall have such other duties as prescribed.
- h) The Secretary shall attend all meetings of the District and of the Board, be responsible for taking accurate meeting minutes and ensure they are distributed to the Executive Director no more than thirty (30) days after each meeting is adjourned. He/She shall have such other duties as prescribed.
- i) The Directors at Large shall have duties as prescribed.
- j) The Executive Director shall:
 - i. Report to the board as a non-voting member. He/she shall keep record of all meeting minutes. Such minutes shall be kept in the designated office of the District, and may be inspected by members, following proper acceptance of the



minutes, at any time during normal business hours. The Executive Director shall keep up to date books and records for the District. The books and records of the District may be inspected by any member of the District at the Annual General Meeting, or at any time, following the acceptance of the books by the Board, upon giving reasonable notice and arranging a time during normal business hours satisfactory to the officer(s). Each member of the Board shall always have access to such books and records.

- ii. In the case of the absence of the Executive Director, his/her duties shall be discharged by such officer as appointed by the Board. In the case of the Executive Director's position becoming vacant, the Board shall appoint an officer to fill the position temporarily until a new Executive Director can be appointed.
- iii. The Executive Director shall prepare a financial budget outlining registration fees and other revenues and itemized projected expenses to be presented at the District Annual General Meeting each year. The District shall not approve a deficit budget.
- iv. The Executive Director shall have charge of all the correspondence of the District and be under the direction of the President and the Board. He/she shall distribute all appropriate correspondence and information to the appropriate Director as promptly as possible.
- v. He/she shall also keep a record of all the members of the District and their addresses, send all notices of the various meetings as required, and may collect and receive the annual dues or assessments levied by the District.
- vi. The Executive Director shall also file an annual return with the Society's Branch before the end of January each year.
- vii. The Executive Director shall 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 District.
- viii. The Executive Director shall also file the names and addresses of the newly elected board, and a copy of the audited financial statement by December 31st of each year with the ASA.
- ix. The Executive Director shall also file any changes to the Bylaws with the Societies Branch and the ASA.
- x. The Executive Director shall receive all moneys paid to the District and shall be responsible for the deposit of the same in whatever Bank, Credit Union or Treasury Branch the Board may order. He/she shall keep a proper set of accounting records that properly account for all funds of the District. He/she shall present a full detailed account of receipts and disbursements to the District whenever requested and shall prepare for submission to the Annual General Meeting a duly audited statement, hereinafter set forth as the financial position of the District and submit a copy of the same to the Secretary for the records of the District. The books and records of the District may be inspected by any member of the District at the Annual General Meeting, or at any time, following the acceptance of the books by the Board, upon giving reasonable notice and arranging a time during normal business hours satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

- k) The Past President shall assure continuity in the running of LDSA and shall provide assistance and resources to the Board of Directors as needed.

SECTION 5: Obligations and Powers of the Board of Directors

- a) The Board's obligations and powers are;
 - i. to be accountable to the Members of LDSA;
 - ii. to establish, implement and monitor rules for the game of soccer and for the conduct of competitions, training and the development and the regulation of the game generally in the District, subject to any lawful direction of the Alberta Soccer Association, Canadian Soccer Association, CONCACAF or FIFA;
 - iii. to establish, implement and monitor policies relative to the business and management of the LDSA;
 - iv. to regularly review finances of the LDSA; and
 - v. to establish and support an impartial process to deal with protests and appeals and all cases of discipline under LDSA's jurisdiction.
- b) The Board is a governance board and as such, it is responsible for;
 - i. establishing the strategic direction for the LDSA;
 - ii. establishing and evaluating policies, programs and budgets for the LDSA;
 - iii. reviewing the operation of the LDSA, including the financial operations of the LDSA;
 - iv. ensuring that the powers and duties of the LDSA are being effectively performed through the Executive Director; and
 - v. hiring of and monitoring the performance of Executive Director in accordance with established policies and procedures of the Board.
- c) The Executive Director is the administrative head of the LDSA and is responsible for;
 - i. managing the LDSA in accordance with the policies, programs and budgets established by the Board;



- ii. reporting to the Board through the President and when required by the Board, directly to the Board;
 - iii. performing any other duty assigned to him/her by resolution of the Board.
- d) No Director shall exercise a power or function granted to the Executive Director under these Bylaws.

SECTION 6: Removal, Suspension and Resignation of Board Director

- a) Board vacancy shall occur if a Director:
- i. Dies
 - ii. Resigns
 - iii. Is removed
- b) A Director of the Board may be suspended or removed if they:
- i. Seriously or repeatedly violates the Governance Documents or directives of the LDSA;
 - ii. By personal or business conduct violates any part of Article XII
 - iii. Are incapable of carrying out their duties
- c) The process for suspension or removal of a Director shall be:
- i. The Discipline Committee of the LDSA shall complete an investigation.
 - ii. Should the investigation result in further action the Discipline Committee shall conduct a proper hearing.
 - iii. 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 hearing.
 - iv. The Director concerned will be given an opportunity to explain their actions;
 - v. The Discipline Committee, by a two-third (2/3) vote, may suspend or recommend removal of a Director.
 - vi. Written notice of a suspension or recommendation for removal shall be provided to the affected Director within 7 days of the hearing.
 - vii. The Director may appeal the suspension or recommendation for removal by providing written notice to the Board of Directors within 7 days of receipt of the notice of suspension or recommendation for removal.
 - viii. If the Director does not appeal "recommendation for removal" they shall be deemed to have resigned.
 - ix. The Board of Directors shall have an Annual General Meeting or Special Meeting of the membership within 60 days of the receipt of the appeal.
 - x. The membership shall determine the issue by a two-thirds (2/3) vote.

SECTION 7: Board Vacancies

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

SECTION 8: Board Meetings

- a) Power to Call Board Meetings;
- i. Board meetings shall be held on the call of;
 - 1. the President;
 - 2. the Executive Director; or
 - 3. a majority of the Members of the Board, who have signed a demand for a meeting.
- b) Notice of Board Meetings;
- i. The Executive Director shall provide notice to each Director of the time and location of each board meeting together with a proposed agenda.
 - ii. The notice referred to in 8.b.i. shall be in writing and be delivered at least 24 hours before the start of the meeting.
 - iii. Notice of meetings may be provided to the Directors by;
 - 1. mail,
 - 2. courier,
 - 3. facsimile transmission, or
 - 4. electronic message, text message or electronic mail.
 - iv. The Board may waive the requirement of notice by unanimous resolution.



- c) Meetings of the Board;
 - i. The Board may meet in person, by teleconference or by any other communications technology that permits all persons participating in the meeting to communicate with each other.
 - ii. The Board shall meet not less than once every 90 days.
 - iii. The quorum for a board meeting is 50% of Directors plus one (1).
- d) Board acts by resolution;
 - i. A resolution is as valid as if it had been passed at a meeting of the Board if it is;
 - 1. in writing;
 - 2. provided to all Members of the Board; and
 - 3. approved by a majority of Members of the Board entitled to vote.
- e) Members to Receive Information About Board Meetings;
 - i. A notice of the time and place of Board meetings shall be provided to the Members of the LDSA.
 - ii. Minutes of meetings of the Board shall be approved as soon as reasonably possible after each meeting and, subject to iii. and iv., provided to each Member of the LDSA or posted on the website of the LDSA.
 - iii. If a Board meeting deals with a matter that falls into any of the following categories;
 - 1. legally privileged information;
 - 2. information that would be an unreasonable invasion of personal privacy;
 - 3. personnel information of a member of staff;
 - 4. information that would undermine commercial negotiations being undertaken by the LDSA;
 - 5. information that would put an individual's safety or mental or physical health at risk the Board may direct that the information be redacted from the copies of the minutes that are provided to the Members.
 - v. If the disclosure of any information in the minutes would result in a breach of an obligation imposed on the LDSA by the Personal Information Protection Act or the Protection of Personal Information and Electronic Documents Act, the Board shall direct that the information be redacted from the copies of the minutes that are provided to the Members.
 - vi. If information is redacted from the minutes under (3) or (4), the minutes shall specify that information is redacted and the basis for the redaction.

SECTION 9: Committees

- a) The Board of Directors may establish the following Standing Committees, whose terms of reference will be set out in the Governance Policies of the LDSA should a committee be established;
 - i. Governance and Bylaws
 - ii. Referee matters
 - iii. Coach/Player Development matters
 - iv. Competition matters
 - v. Strategic Planning
- b) The Board of Directors may establish the following impartial judicial bodies, whose terms of reference shall be set out in the Governance Policies of the LDSA;
 - i. Discipline & Appeals Committee
 - ii. Nominations Committee
- c) The Board of Directors may establish such other committees and sub-committees as it deems advisable.

SECTION 10: Staff

- a) The Board of Directors shall have the power to determine the number of staff it requires to maintain its programs.
- b) Duties and salaries of the staff will be determined by the Board.

**ARTICLE V: INDEMNITY**

- a) Every member of the Board or employee of the LDSA shall be indemnified by the LDSA against all costs, losses, and expenses incurred by them respectively, in or about the discharge of their respective duties, except as happens from their own respective willful neglects or defaults.

ARTICLE VI: FINANCES

- a) All monies owing to the LDSA by the Members shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.
- b) Penalties for late payments or non-payment of monies due shall be as established by the Board.
- c) Any additional expenditure that was not part of the Budget presented to the Members shall require approval by the Members at an Annual General Meeting or Special Meeting if;
 - i. It is the greater of \$10,000.
- d) 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 may make advances of money or enter into any other financial agreement.
- e) Signing authority shall be given to the President, 1st Vice President, 2nd Vice President, and Secretary. Two (2) signatures shall be required on all transactions over \$200.00.
- f) LDSA shall have the capacity, rights, powers, and privileges of natural person to operate and conduct business for the purpose of carrying out its objectives.
- g) LDSA may acquire and take, by purchase, donation, devise or otherwise, all kinds of real estate and personal property, and sell, exchange, mortgage, lease, improve or develop it and may direct and maintain any necessary buildings and facilities.

ARTICLE VII: AUDIT

- a) The fiscal year of the LDSA shall be from the 1st day of September to the 31st day of August following, both inclusive.
- b) A copy of the Annual Financial Statement shall be presented at the Annual General Meeting.
- c) The Board/Officers are responsible to appoint/engage a qualified firm of accountants to complete the annual financial statements of LDSA.
- d) The Board/Officers may also, at their discretion, appoint/engage a qualified firm of accountants to audit or perform other assurance related services for special purpose financial information of LDSA to meet regulatory, contractual, legislated, or other purposes.
- e) At least once each fiscal year, the financial records of the LDSA shall be audited. This can be performed by the Auditor or by two Directors or Members of the society appointed at an Annual General Meeting or Special Meeting.

ARTICLE VIII: OTHER REGULATIONS

- a) The LDSA may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer, subject to member approval.
- b) The LDSA may make district competition rules of the LDSA as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction, subject to member approval.

**ARTICLE IX: AMENDMENTS TO THE OBJECTS AND BYLAWS**

- a) All member proposed amendments to the Objects or Bylaws shall be forwarded, in writing, to the LDSA no later than thirty (30) days prior to the Annual General Meeting or Special Meeting called for that purpose;
- b) Copies of proposed amendments to the Objects or Bylaws shall be sent to all Members not less than 21 days prior to the meeting at which they will be considered;
- c) Amendments to the Objects or By-Laws will require a three-quarter (3/4) vote of those Accredited Voting Delegates present at the meeting unless otherwise required or permitted by the Societies Act;
- d) Only Members or the Board of Directors of this LDSA shall be permitted to propose amendments to these By-Laws.

ARTICLE X: AMENDMENTS TO THE GENERAL RULES AND REGULATIONS OR GOVERNANCE POLICIES

- a) Amendments to the General Rules and Regulations or Governance Policies of the LDSA shall be made by the Board of Directors, and/or Members at the Annual General Meeting or Special Meeting.
- b) Any proposed amendments to the General Rules and Regulations or Governance Policies of the LDSA shall be sent to the Executive Director at least fourteen (14) days before the date set for the meeting for distribution to all Members, at least seven (7) days prior to the meeting;
- c) A majority of votes at the meeting is all that is required to approve proposed changes to the General Rules and Regulations or Governance Policies;
- d) In the event of an emergency, the Board of Directors may make temporary changes to the General Rules and Regulations or Governance Policies. Any such changes shall be brought forward to the Members for ratification at the next Annual General Meeting or at a Special Meeting called for that purpose, and shall require approval by a two-thirds (2/3) vote of the Members present. If not ratified, the changes shall cease to have effect and the prior provisions shall remain in force.

ARTICLE XI: CODE OF CONDUCT

- a) The LDSA shall abide by the principles of the LDSA Conduct of Conducts and Ethics as seen in the Governance Policies of the LDSA.

ARTICLE XII: CONFLICT OF INTEREST

- a) 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 Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will immediately remove themselves from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction.

ARTICLE XIII: CORPORATE SEAL

- c) The LDSA has not adopted a society seal, but the title page logo represents the Association.

ARTICLE XIV: DISSOLVING THE LDSA

- a) The LDSA may be dissolved by a Special Resolution at an Annual General Meeting or Special Meeting of the membership.
- b) Upon dissolution of the LDSA, the LDSA shall disburse remaining revenues, after paying debts and liabilities, to the active communities within the District of Lakeland accordingly to a percentage of their number of participants in the LDSA program.
 - i. 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.