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JUL 11 2017
 Registrar of Corporations
 Province of Alberta

**LETHBRIDGE SOCCER ASSOCIATION
 BY-LAWS**

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 REGISTRAR OF CORPORATIONS

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1.1 This Association (or society) shall be known as the Lethbridge Soccer Association, hereinafter referred to as the "Association" which shall be the Governing Body of Soccer in District 3 in the Province of Alberta.

ARTICLE 2 - AFFILIATION

2.1 The Association 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.

ARTICLE 3 - ORGANIZATION

3.1 Any person over 18 years of age actively coaching a soccer team, or actively refereeing under the jurisdiction of the Association, or serving in an official capacity of the Association Executive Committee, or any individual who competes regularly for a senior team within the Association shall be an active member of the Association, with full voting powers at any General or Special meeting of the Association for so long as his or her duties with the Association last.

ARTICLE 4 - MEMBERSHIP

4.1 Members in good standing have the right to attend General or Special meetings of the Association, and are responsible for behaving in accordance with the By-Laws and Objectives of the Association.

(a) **ACTIVE MEMBERSHIP** – Any one parent or guardian, on behalf of an active registered youth player (s) in a family (limited to one vote per family) shall have full voting powers at General or Special meetings of the Association as long as they don't participate in any capacity in unaffiliated soccer.

(b) **FULL MEMBERSHIP**- Any member Association, which pays full dues as set by the Lethbridge Soccer Association, has the right to have any person over 18 years of age actively playing or coaching a soccer team, or serving in an official capacity on the Association's Board of Directors has full voting powers at any General or Special meeting of the Association for so long as his or her duties with the Association shall last and provided that they do not participate in any unaffiliated soccer.

(c) **ASSOCIATE MEMBERSHIP** – shall be open to duly registered recreational leagues. Each Associate member recreational league is entitled to one (1) vote per Associate member at a General or Special meeting of the Association.

(d) **LIFE MEMBER** – Life members are entitled to a voice but no vote at General or Special meetings of the Association.

4.2 **Membership Fees**

(a) Active members - no membership fee shall be required, however, the Association has the right to levy an annual membership fee on all members.



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- (b) Full Members - no membership fee shall be required, however, the Association has the right to levy an annual membership fee on all members.
- (c) Associate Members – a membership fee shall be levied at a rate set by the Association.
- (d) Life Members – no fee shall be levied.
- 4.3 Expiration of Membership
- (a) Membership will be continuous unless the member:
- (i) withdraws from the Association, by submitting a letter in writing to the Association, stating their intentions;
- (ii) violates any part of the By-Laws or Regulations of this Association, in which case they may be expelled from membership by a majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its actions. When such a hearing is being initiated by this Association, notice of such hearing will be given to all concerned in writing, not less than 7 (seven) days before such a hearing.
- (b) Any active member whose connection with the Association is terminated by resignation, expulsion, or otherwise, will forfeit all interest in any funds or other property belonging to the Association.
- 4.4 Upon expiration of official membership within the Association as outlined in the above section, a person shall no longer retain voting privileges unless one or more of the following conditions exist:
- (a) said person resumes his duties in some official capacity as approved by the Association Executive;
- (b) the Association agrees by a majority vote bestow upon that person a life membership.
- 4.5 Liability of Members - No member of the Association in his or her individual capacity shall be liable for any debt or liability of the Association.
- 4.6 Term of Membership - Active and associate membership shall be for a term of one (1) year commencing December 1st and ending at the following Annual General Meeting.

ARTICLE 5 – MEETINGS

- 5.1 The Annual General Meeting shall be held prior to December 31st each year. Members will be notified of the Annual General Meeting by the placing of a newspaper advertisement in the local newspaper, and posting the advertisement on a bulletin board at the local soccer office for the membership to view. The advertisement should be placed six (6) weeks prior to the Annual General Meeting.

- 5.2 At all meetings of the Association, a majority of elected members as well as a majority of the accredited delegates present shall constitute a quorum for the transaction of business, provided the President or any of the Vice Presidents are present plus five (5) other Board Members. The Executive shall meet as often as is deemed necessary to carry on effectively the business of the

Association. At the Annual General Meeting or Special General Meeting, all active members are entitled to vote.

5.3 A Special General Meeting may be called by the board of Directors by its own motion.

5.4 A Special General Meeting shall be called within 30 days following the receipt of a written request signed by not less than one-third (1/3) of the eligible voters.

5.5 All members shall receive at least three (3) weeks written notice of the date, time and location of any Special General Meeting.

5.6 A quorum at a General Meeting of the membership shall consist of a minimum of any six (6) people of the membership to carry on business at a General Meeting.

5.7 A quorum at a Special Meeting of the membership shall consist of a minimum of any six (6) people of the membership to carry on business at a Special Meeting.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 The business of the Association shall be conducted by a Board of Directors. A General Meeting requires a quorum of six (6) directors of the Association.

6.2 The Board of Directors shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer and five (5) Directors at Large, four elected to office at the Annual General Meeting of the Association and one Director who shall be the Chair of the LFC Rep Soccer Committee, plus one representative from each affiliated adult league/organization who are in good standing including Senior Men's, Women's Soccer Association League (WSAL), Southern Oldtimers Football Association (SOFA), Southern Alberta Christian Soccer League (SACSL), as appointed by their respective boards,) and a Referee in Chief (DRA) appointed by the Lethbridge Soccer Association Board of Directors.

6.3 Only an elected person who served a minimum of two (2) years on the board shall be allowed to run for President.

6.4 The Board of Directors shall strike a Nominating Committee at least one (1) month before the Annual General Meeting of the Association to receive nominations for the vacant positions on the Board of Directors. Nominations will also be accepted as proposed from the floor.

6.5 The following shall be elected for a two year term at the Annual General Meeting held in odd numbered years: President, Second Vice President, Treasurer, and two Directors at large.

6.6 The following shall be elected for a two year term at the Annual General Meeting held in even numbered years: First Vice President, Secretary, and two Directors at large.

6.7 Each active or other member will 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.

6.8 At all meetings of the Association, voting will be by a vote of hands unless a vote by ballot is requested by any one voting member. Decisions will be reached by a simple majority unless otherwise required by the By-Laws of the Association or Corporation Law.

6.9 The President will have a casting vote only.

- 6.10 Officers and Directors will have a voice and vote at a General Meeting.
- 6.11 The President shall chair all Executive Meetings at which he/she is present. In the absence of the President, the responsibility shall fall to the First Vice President and the Second Vice President in that order.
- 6.12 The Past President shall sit as a full member of the Board for a two year term subject to annual extension by the Board.
- 6.13 Any member of the Board of Directors absenting himself/herself from any three Executive meetings of the Association without any real cause or notification, shall be deemed to have automatically resigned and the Board of Directors shall have the power to appoint a successor by providing written notification to both the resigning Director and the succeeding Director.
- 6.14 Should a vacancy occur on the Board of Directors between elections, either by resignation or otherwise, the remaining members shall have the power to fill such a vacancy. The newly appointed Director shall then finish out the balance of the term which would have normally been served by the Director they replaced
- 6.15 No member of the Executive shall vote on any matter directly affecting themselves or a team to which they have a direct connection.
- 6.16 Special Meetings of the Association require a quorum of six (6) members of the Association in good standing.
- 6.17 No Director shall receive any honorarium for performing his/her duties as a Director of the Association, other than reimbursement for out-of-pocket expenses incurred in the performance of his/her duties.
- 6.18 Any Director of the Association, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.

ARTICLE 7 - DUTIES OF THE OFFICERS

- 7.1 The President shall preside at all meetings of the Association and shall have a casting vote only. He/she shall be an ex-officio member of all Committees.
- 7.2 The President or designate will be the official representative of the Association with other associations, agencies, organizations and different levels of government.
- 7.3 The President shall ensure that all resolutions or orders passed by the membership or Board are carried out. In emergency situations when there is not enough time to call a meeting, the President has the power to act on behalf of the Association without the consent of the Board of Directors.
- 7.4 It shall be the duty of the Vice President to assist the President in the performance of his/her duties.
- 7.5 The Vice President shall have other duties as prescribed by the Board of Directors.
- 7.6 The Secretary is responsible for the recording of the minutes at all of the Association meetings.

- 7.7 It is the Secretary's responsibility to ensure that these minutes are kept up to date and are circulated to all designated recipients within 14 days of the meeting.
- 7.8 The Secretary shall have the custody of the seal of the Association, as well as the Minute Books. The seal will be used at the discretion of the President and Secretary when deemed necessary to carry out official business of the Association.
- 7.9 The Secretary, co-operating with the President, will be responsible for ensuring all correspondence of the Association, both incoming and outgoing, is properly filed and promptly answered when it is required. The Secretary shall keep in a separate ledger recommendations of the Annual General Meeting ("AGM").
- 7.10 The Secretary, co-operating with the President, will complete the Agenda for all meetings of the Association.
- 7.11 The Treasurer shall be responsible for carrying out the financial matters and keeping the financial records for the Association in order.
- 7.12 The Treasurer must ensure that the annual financial review of the Association is carried out. If required by the Province of Alberta, he/she must submit that completed Financial Statement to the Registrar of Corporations. The review Financial Statement shall be of comparative format and shall be presented to the membership at the Annual General Meeting.
- 7.13 The Treasurer must pay affiliated fees for the Association to anybody with which it is affiliated.
- 7.14 The Treasurer shall be responsible for and keep an account of all expenditures and revenue received and disbursed, and file all bills, receipts and vouchers of the Association.
- 7.15 Any two of the President, First Vice President, Second Vice President, Treasurer or Secretary shall sign all cheques of the Association.
- 7.16 The Treasurer shall be bonded.
- 7.17 The Treasurer shall be responsible for submitting the budget for the final approval of the Board of Directors.

ARTICLE 8 - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors shall have complete control over the policy, finances and general affairs of the Association and shall assume any obligations, make any expenditures and put into effect any such measures which shall be in general accordance with the annual budget developed and approved by the Board.
- 8.2 The Board shall have the power to make rules, and enforce or see that they are enforced, regulations and arrangements as to all matters of business, duties, management and regulations or otherwise, so far as it is not already herein expressly provided for.
- 8.3 The Board shall have a written copy of all rules and regulations available to the public during office hours.
- 8.4 Meetings of the Board shall be at the call of the President or any circulated written notice signed by a majority of the members of the Board.

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ARTICLE 9 – BORROWING POWERS OF THE ASSOCIATION

9.1 The Board of Directors may, with the approval of a majority of the members present at an Annual General Meeting or Special Meeting of the Association, borrow funds for the benefit and further development of the Association.

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ARTICLE 10 – FINANCIAL POLICY

10.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

10.2 Every member of the Association has the right to examine the financial books, provided there is a dated, signed, written letter with legitimate reasons delivered to the Treasurer.

10.3 The fiscal year of the Association shall be from September 1st to August 31st, of each year.

ARTICLE 11 – PROFESSIONAL STAFF

11.1 There shall be a General Manager who shall be hired by the Board of Directors. Remuneration and terms of employment will be decided by the Board of Directors and he/she shall have such duties as Prescribed by the Board. The General Manager shall be responsible for any other staff.

ARTICLE 12 – COMMITTEES

12.1 There shall be established the following Standing Committees, which shall be appointed by the President to hold office during the existence of the Board, and shall have such duties and responsibilities as the Board may determine. The President shall be ex-officio, a member of all Committees.

(a) **STANDING COMMITTEE ON APPEALS AND DISCIPLINE**

(i) It shall be the duty of this Committee to hear all appeals made against the decision of a member Organization.

(ii) The Committee shall investigate all complaints made by or respecting any Member, or registrant of the Association who is alleged to be guilty of unethical practice detrimental to the game. The Committee shall render a decision within one (1) week of the completion of the investigation.

(iii) The President shall appoint one of its Directors at Large as Chairman of this Committee.

(b) **STANDING COMMITTEE ON CONSTITUTION AND BY-LAWS**

(i) It shall be the duty if this Committee to be responsible for all matters relating to the Constitution and By-Laws or amendments thereto.

(ii) The Committee shall receive and review all resolutions submitted by the Association and present them to the membership at the Annual General Meeting.

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(iii) The Chairperson of this Committee is appointed by the President.

(c) **STANDING COMMITTEE ON FINANCE AND EXECUTIVE**

(i) It shall be the duty of this Committee to oversee the finances of the Association.

(ii) This Committee shall prepare the Association's budget on an annual basis.

(iii) The President shall chair the Executive Committee and the Treasurer shall chair the Finance Committee.

(d) **STANDING COMMITTEE ON FACILITIES**

(i) It shall be the duty of this Committee to regulate all matters dealing with establishing, maintaining and operating the indoor and outdoor facilities. The President shall chair this Committee.

(ii) This Committee must report to the Finance Committee before going to the Board.

(e) **STANDING COMMITTEE ON OPERATION OF LEAGUES**

(i) The office staff and two (2) Board members appointed by the President will regulate all matters dealing with the Operation of the leagues

(ii) Any Club will have input into participation of a recognized inter- district league.

(f) **STANDING COMMITTEE ON LFC REP SOCCER**

(i) It shall be the duty of this Committee to oversee the operation of the LFC Rep Soccer Program, including equipment, fundraising, tournament organization, media and such other duties as may be assigned to the Committee from time to time.

(ii) The Chair and other members of this Committee shall be appointed by the LSA Board of Directors in December of even numbered years for two year terms.

(iii) The Chair of this Committee shall be a Director on the LSA Board of Directors.

ARTICLE 13 - CONDUCT OF AFFAIRS OF ASSOCIATION

13.1 All meeting of the Association will be conducted in accordance with Robert's Rules of Order.

ARTICLE 14 – LAWS OF THE GAME

14.1 The Association shall support and maintain the principles of the Laws of the Game as established by the International Football Association Board and recognized by F.I.F.A. except as provided herein to accommodate regional differences in age or climatic conditions.

14.2 Changes shall come into effect immediately following adoption.

ARTICLE 15 - OTHER REGULATIONS

- 15.1 The Association may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer.
- 15.2 The Association may impose such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- 15.3 No such regulation may violate the individual's rights of freedom except as it may be required to protect the rights and freedoms of any other individual to ensure the stability or basic structure of the game.
- 15.4 The Association shall recognize only affiliated members and shall protect the rights of these members.
- 15.5 The aforementioned rules, policies, procedures and regulations may be set at any regular board meeting with a simple majority vote. These items will cover both indoor and outdoor, be collected, reviewed and published annually and made available at the start of each season.
- 15.6 Affiliated bodies (Senior Mens, Senior Womens (WSAL), SOFA, SACL), shall be self-governing of their programs as long as they are in good standing with the Association and the associated body's rules do not negatively conflict with the rules of the Lethbridge Soccer Association. Affiliated bodies will be charged an affiliation fee based either on team or individual registration, including affiliation fees required for any other body the Association is affiliated with.

ARTICLE 16 – CHANGES TO THE BY-LAWS

- 16.1 All proposed amendments to the By-Laws of the Association shall be forwarded in writing to the Association no later than 21 days prior to the Annual General Meeting or Special Meeting called for that purpose.
- 16.2 Amendments to the By-Laws will require a three quarter (3/4) Majority vote of those accredited delegates present at the Annual General Meeting of the Association unless otherwise required by corporate law.
- 16.3 Only the Board of Directors of this Association shall be permitted to propose amendments to these By-Laws, unless they are receiving in writing 21 days prior to the Annual General Meeting.
- 16.4 Following the adoption of amendments to these By-Laws, the Association must notify the registrar of the amendment within 60 days.
- 16.5 The By-Laws of the Association shall not be rescinded, altered or added to except by Special Resolution of the Association.

ARTICLE 17 – LIQUIDATION AND DISSOLUTION OF THE ASSOCIATION

- 17.1 Upon the dissolution of the Lethbridge Soccer Association ("LSA"), and after the payment of all debts and liabilities, the remaining assets of the L.S.A. shall be distributed among similar non-profit amateur sports associations within the City of Lethbridge.

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ARTICLE 18 – CODE OF CONDUCT

- 18.1 Members have an obligation not only to abide by the By- Laws of the Association, but to also act in a manner that evidences their commitment to the principles and intent of the By- Laws.
- 18.2 All members should expect to 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.
- 18.3 Private interest 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.
- 18.4 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 the Association, or betray a trust or confidence.
- 18.5 Members shall at all times exhibit department that maintains the Association's reputation, and shall at no time harm or hinder the Association or its ability to represent the sport.

ARTICLE 19 – ADMINISTRATION OF DISPUTES

- 19.1 A member by affiliation, registrants, leagues, clubs, players, referees, or officials shall not refer disputes within the Association or with any other soccer Association to a Court of Law but shall be required to submit any disagreements to the jurisdiction of the Association.

ARTICLE 20 – FACILITIES

- 20.1 All facilities, indoor and outdoor, will be under the jurisdiction of the Lethbridge Soccer Association.
- 20.2 Owned or Leased facilities will be operated by the Lethbridge Soccer Association.