

# 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 (CLMSA), also operated in name as the Cold Lake Soccer Association (CLSA), hereinafter referred to as the Association.
- 1.2 Objective – To promote and develop the game of soccer for youth and adults in both competitive and non-competitive streams, in alignment with Canada Soccer’s player development models, by fostering maximum participation, encouraging lifelong engagement, and supporting excellence in player, coach, and referee development within a safe, inclusive, and community-oriented environment.
- 1.3 Definitions – The following terms have these meanings in these Bylaws:
- a) *Act* – The *Alberta Societies Act*, as amended.
  - b) *Age Divisions/Age Limits and Qualifying Date* – As directed by ASA General Rules and Regulations.
  - c) *Association* – Cold Lake Minor Soccer Association.
  - d) *Auditor* – An individual(s) authorized to examine and verify records.
  - e) *Board* – The Executive Officers and Directors of the Association.
  - f) *Days* – Days including weekends and holidays.
  - g) *Director* – An individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - h) *Executive Officer* – President, Vice-President, Treasurer, Secretary, Operations Officer (Operations Director), Technical Officer (Technical Director).
  - i) *Governing Documents* – Bylaws, policies, procedures, rules, and regulations.
  - j) *Meeting of the Members* – Any Annual General Meeting or Special Meeting.
  - k) *Ordinary Resolution* – A resolution passed by a majority (50% plus 1) of eligible members present on that resolution.
  - l) *Parent or Guardian* – As 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 the 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 the 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.
- 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 Corporate Seal – The Society will have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

- 1.6 Affiliations – The Association will be a member in good standing with Alberta Soccer Association and will follow the published rules of, in order of authority, Alberta Societies Act, Canada Soccer, Alberta Soccer Association (A.S.A.). The Association may also seek affiliation with additional soccer associations in Alberta.
- 1.7 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.
- 1.8 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.
- 1.9 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)
- 1.10 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.

**Categories of Membership**

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

- a) Individual Member – Any individual who is a player, head coach, assistant coach or team manager, 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 one parent or guardian agree to abide by the Association’s Governing documents on behalf of the individual and represent the Member’s vote at a Meeting of the Members).
- b) Associate Member – Any person over the age of majority, other than an Individual Member, who is registered with the Association.
- c) Honorary Membership – Any person over the age of majority, other than an Individual Member or Associate Member, who have made significant contributions to the Association, as determined by the Board, and not subject to ARTICLE 2.2.

**Admission of Members**

2.2 Admission of Members – Any candidate will be admitted as a Member or Associate Member or renewed as a Member or Associate Member if:

- a) The candidate member makes an application for membership by completing registration and paying dues and/or fees;
- 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 ARTICLE 2.1.
- 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 Duration – The membership year of the Association will be from Sept 1st to Aug 31st inclusive.

2.4 Dues – Membership dues will be determined by the Board and set annually.

2.5 Registration fees – Membership registration fees will be determined by the Board and set for each

soccer season.

- 2.6 Payment Deadlines – Members will be notified in writing of any outstanding fees/dues. Failure to settle outstanding fees/dues within fourteen (14) days of the membership renewal date or notice of default, will result in loss Good Standing.

### **Transfer, Suspension, and Termination of Membership**

- 2.7 Transfer – Membership registration dues and registration fees in the Association are non-transferable.
- 2.8 Suspension of a Member – Memberships are subject to the following:
- a) The Discipline Committee may suspend a member where a member has breached the Governance Documents in a manner that seriously undermines the integrity, goals, or aims of the organization, or significantly harms the organization’s perception and community participation.
  - b) A suspended Member shall have the right to appeal a suspension at a Meeting of the Members by Special Resolution, who shall determine the issue by a two-thirds (2/3) vote.
- 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 Article 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.
- 2.10 Resignation – A Member may not resign from the Association when the Member is subject to disciplinary investigation or disciplinary action by the Association.
- 2.11 Arrears – A Member will be suspended or terminated from the Association for failing to pay 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, as determined by the Disciplinary Committee.

2.13 Dues Payable – Any dues, fees, 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 Association's governing documents;
- 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 monies owed.

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 Executive Officer of the Association;
- b) To be a member of a Committee of the Association;
- c) To attend, participate, and vote at meetings of the Members;
- d) To participate in Association activities; and
- e) To participate in other events associated with the Association.

2.16 Cease to be in Good Standing – Members that cease to be in good standing, as determined by Article 2.14, will not be entitled to the privileges stated in Article 2.15. Members will be granted reasonable opportunity as determined by the Board, to achieve Good Standing as per Article 2.14.

2.17 Association Boundaries – The geographic boundaries that define the operating area of the Association are determined and set by the Board and subject to any restrictions (organizational and geographic) as determined by the governing Provincial Soccer Association.

**ARTICLE III**

**MEETINGS of the MEMBERS**

- 3.1 Annual General Meeting – The Association will hold the Annual General Meeting each calendar year in the month of September as determined by the Board within the City of Cold Lake.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members. A Special Meeting can be called for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act. The Special Meeting must be held within Forty-Five (45) days from the date of Ordinary Resolution or the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a Meeting of the Members may participate in the meeting by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such a means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice – Written notice of the date of the Meeting of the Members will be given to all Members in good standing, and the Auditor, if required, at least twenty-one (21) days prior to the date of the meeting. A proposed agenda, reasonable information to permit Members to make informed decisions, Board positions up for nominations, if required, and the text of any resolutions or amendments to be decided will be sent out at least seven (7) days prior to the date of the meeting.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a Meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the expressed purpose of objecting to the transaction of any business on the ground that the meeting was not called in accordance with Article 3.4.
- 3.6 Quorum – Ten percent (10%) of the Membership will constitute a quorum for the purpose of a Meeting of the Members or the Annual General Meeting. Attendance (in person or via electronic means) is determined by identification of the Member and determination of Good Standing as per these bylaws.
  - 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, the meeting cannot be conducted. A second meeting shall be held in fourteen (14) days with immediate written notice to all Members, at which the members present constitute quorum.
- 3.7 Agenda – The agenda for the Annual General Meeting shall include the following:
  - 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 of annual performance reports by season, including registration numbers, team and player achievements, and an analysis of successes and challenges;
- g) Presentation of an Annual Financial Report detailing as a minimum the financial statement listing income, disbursements, assets, and liabilities for the previous year;
- h) Presentation of the operational plan for the following year;
- i) Presentation and approval of upcoming Annual Budget;
- j) Appointment of Auditors for the next fiscal year;
- k) Business as specified in the approved agenda;
- l) Election of new Board Members; and
- m) 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 the Members. A second meeting shall be held in fourteen (14) days with immediate written notice to all Members. The second meeting conducts only the unfinished business from the original meeting.

3.10 Attendance – The only persons entitled to attend a Meeting of the Members are the Members, 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.

3.11 Meeting Minutes – Draft Annual General Meeting minutes will be posted to the Association’s website no later than fourteen (14) days following the Annual General Meeting. The approved Annual General Meeting minutes will be posted to the Association’s website immediately following approval at the subsequent Annual General Meeting.

3.12 Voting Privileges – The following voting rights apply to all Meetings of the Members:

- a) Individual Members who are the age of majority or older may exercise one vote at all Meetings of the Members.
- b) Associate Members may exercise one vote at all Meeting of the Members.

- c) Individual Members who are not of majority age may exercise one vote through a parent or guardian IAW with Article 2.1.a.
- d) Board members may exercise one vote at all Meetings of the Members.
- e) In the case of an attendee at a Meeting of the Members that is representing an Individual Member or Members who is (are) not at the age of majority or older, that attendee may cast one vote per minor Individual Member.
- f) (Honorary Member) Un-elected appointees (paid or unpaid) within the Association may not exercise voting rights within the Association.

3.13 Eligibility of Vote – Exercise of Article 3.12 privileges apply to any Member (or their parent/guardian for those not of the age of majority or older as per Article 2.1.a) or Associate Member registered in the current membership year, as defined in Article 2.3, and in Good Standing at the time of the vote.

3.14 Proxy Voting – There will be no proxy voting.

3.15 Absentee Voting – There will be no absentee voting.

3.16 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, unless a secret or recorded ballot is requested by a Member. In the case of elections, a secret (can be electronic if so organized by the Board) ballot will be required.

3.17 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue.

## ARTICLE IV

## GOVERNANCE

### 4.0 Composition of the Board

- a) The Board consists of the following mandatory positions which constitute the Executive Officers (see Article V):
  - i. President
  - ii. Vice-President
  - iii. Secretary
  - iv. Treasurer
  - v. Operations Officer (also known as Operations Director)
  - vi. Technical Officer (also known as the Technical Director)
  
- b) The Board may also consist of the following positions as determined by the Executive Officers:
  - i. Registrar
  - ii. Fundraising Officer
  - iii. Age-group Directors
  - iv. League Directors
  - v. Director of Officials
  - vi. Facility and Equipment Director
  - vii. Tournament Director

4.1 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. These are non-voting positions.

4.2 Paid Positions – All paid positions will be tabled at the Meeting of the Members. If any Board position becomes a paid position, they are no longer considered a member of the board, and becomes a non-voting board position.

4.3 Limitations - No person shall hold more than one position on the Board except for filling vacancies (see Article 4.17).

### **Eligibility of Board Members**

4.4 Eligibility – To be eligible for election as a Board Members, an individual shall:

- a) Be a Member;

- b) Be eighteen (18) years of age or older;
- c) Meet all criteria as required by the Screening Policy;
- d) Not have the status of bankruptcy;
- e) Meet or exceed the standard in the Association policies; and
- f) For the position of President, an individual must have fulfilled a minimum of 1 year as a Member of the Association.
- g) For the position of Technical Officer (Technical Director), have completed as a minimum, at the time of submission of interest in the position, all Coaching Courses in the Grassroots Program (or National / Provincial equivalent).

### **Election of Board Members**

- 4.5 Nominations Officer – The Board will appoint a Nominations Officer from the existing Board. The Nominations Officer will be responsible to preside over the election of the Executive Officers and Directors during the Annual General Meeting. The Nominations Officer shall not be candidate for election. The Nominations Officer will hold the ballots (physical or electronic) 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 Board Member will:
- a) Include the written consent of the nominee by signed or electronic signature;
  - b) Include a Curriculum Vitae (CV) and Statement of Interest (SOI) for the nominee;
  - c) Have a seconder who is also a Member of the Association; and
  - d) Be submitted to the Registered Office of the Association fourteen (14) days prior to the Annual General Meeting. This timeline may be reduced 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 Board Members wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election fourteen (14) days prior to the Annual General Meeting.
- 4.9 Nominations from the Floor – Nominations will not be accepted from the floor of an Annual General Meeting unless there is one (1) or fewer candidates for a position.
- 4.10 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General

Meeting prior to the elections.

4.11 Election Cycle – Board Members will be elected at each Annual General Meeting as follows:

- a) The President, Treasurer, Technical Officer (Technical Director), elected even years.
- b) Vice President, Secretary, Operations Officer (Operations Director), will be elected odd years.
- c) Additional Director positions, as determined by the Board IAW Article 4.1.b, shall normally be elected in alternating years to maintain continuity and stable Board composition, for periods not to exceed two (2) years.
- d) Should any Board positions transition to paid positions, the following shall apply:
  - i. The positions shall be staffed via a competency and skills-based competitive process managed by the hiring committee;
  - ii. Employment period shall not exceed two (2) years without re-competing the position;
  - iii. The positions of President, Vice-President, Treasurer, and Secretary are not eligible for transition to a paid position.

4.12 Elections – Elections for each Board position will be decided by vote of the Members in accordance with the following:

- a) One Valid Nomination – The nominee will be confirmed by majority of yay vote.
- 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.

4.13 Human Resource Committee – This committee is composed of three (3) members of the Board and three (3) volunteer non-board Members of the Association. This committee is not a standing committee and is convened, and the Chair selected, via an Ordinary Resolution of the Board for the purpose of hiring to fill paid positions, or to carry out a Performance Review of an existing incumbent of a paid position. This committee is responsible for the following:

- a) Validating the Terms of Reference and Position Description for the position to be filled;
- b) Reviewing CV and Statements of Interest from applicants;

- c) Interviewing applicants;
- d) Ranking of applicants;
- e) Review of employee performance when submitted for review by the Board; and
- f) Preparation of detailed hiring/retention recommendations for presentation to the Board.

4.14 Length of Terms – Elected Board Members 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, are removed via a formal disciplinary review and process, or due to unsatisfactory performance of duties as determined by a formal performance review by a hiring committee.

#### **Resignation and Removal of Board Members**

4.15 Resignation – A Board Member 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 Board Member who is subject to a disciplinary investigation or action of the Association resigns, that Board Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office – The Office of any Board Member will be vacated automatically if:

- a) The Board Member becomes no longer eligible to be a Board Member;
- b) The Board Member is found to be incapable of managing property by court or under Alberta law;
- c) The Board Member is found by court to be of unsound mind;
- d) The Board Member 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 Board Member dies.

4.17 Removal – A Board Member may be removed by Ordinary Resolution at a meeting of the Board. The Board will initiate a performance review via Ordinary Resolution to task the Human Resource Committee to perform the review and provide a recommendation for consideration by the Board. The Board Member will be given a minimum of seven (7) days written notice of the performance review, and the opportunity to be represent themselves during the review. Once the Human Resources Committee performance review has concluded, it will make a written submission of findings and recommendations to the Board. The Board will then decide by Ordinary Resolution at a meeting of the Board on the recommendations of the committee. If the decision is made to remove a member of the Board Member due to unsatisfactory performance, it shall only apply to the position(s) reviewed. If the Board votes to remove a Board Member due to a Disciplinary finding by the Disciplinary Committee, the Member shall be removed from all Board positions within the Association.

## Filling a Vacancy on the Board

- 4.18 Vacancy – Where the position of a Board Member (except the President) becomes vacant for whatever reason, written notice will be given to all Members of the vacancy. If the Board receives submissions, the Board will elect by ordinary resolution. If the Board receives no submissions, another Director may act as interim, until the Board elects by Ordinary Resolution, an eligible Member to fill the vacancy for a term expiring no later than the next Annual General Meeting.

## Meetings of the Board

- 4.19 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) Board Members.
- 4.20 Frequency - Meeting of the Board shall be held at least every eight (8) weeks. A meeting shall be held in both April and September.
- 4.21 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.
- 4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Board Members 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 Board Members 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.
- 4.23 Board Meeting With New Board Members – For a first meeting of the Board held immediately following the election of Board Members at a Meeting of the Members, or for a meeting of the Board at which a Board Member 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 Board Members.
- 4.24 Quorum – At any meeting of the Board, quorum will be a majority of Board Members. If quorum is not reached, then the meeting shall be rescheduled no later than fourteen days later. At the rescheduled meeting, four Board Members shall constitute a quorum.
- 4.25 Voting – Voting will be by a show of hands, written, or orally unless a majority of Board Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless related to a policy, procedure, rules and regulations, which requires a 2/3 majority vote of the quorum to pass the motion.
- a) If any Board member holds more than one Board position, they will only be entitled to have one vote at any meetings.

- b) Paid Board positions shall not make motions or vote.
- c) The President shall only vote in case of ties.

4.26 No Alternate Board Members – No person shall act for an absent Board Member at a meeting.

4.27 Written Resolutions – A written resolution signed by all the Board Members is as valid as if it had been passed at a meeting of the Board.

4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. Any Member of the Association may request to attend any meeting.

4.29 Meeting Minutes – Approved Minutes from all Board Meetings shall be posted on the Associations' website within seven (7) days following approval, which occurs as part of the subsequent board meeting.

4.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Board members who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

4.31 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.

4.32 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.

4.33 Policy, Procedure, Rules and Regulations – The Board shall:

- a) Manage the affairs of the Association in accordance with the Act and these Bylaws;
- b) Have the authority to discipline Members in accordance with such policy, procedure, rules and regulation;
- c) Manage disputes within the Association and deal with disputes in accordance with such policy, procedure, rules and regulation; and
- d) For any policy, procedure, rules and regulation to be in effect and enforceable it must be posted to the website. Policies need to be clearly dated as when they came into effect. If any policy, procedure, rules and regulation is changed or updated, the entire membership is to be notified by email.

4.34 Financial Powers – The Board shall:

- a) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;

- b) Enable the Association to receive donations and benefits for the purpose of furthering the objects and purposes of the Association:
  - c) Make expenditures for the purpose of furthering the objects and purposes of the Association; and
  - d) Borrow money as per guidelines/restrictions in Article 8.7.
- 4.35 Registration - Determine registration procedures, recommend membership dues, membership fees, and determine other registration requirements.
- 4.36 Other - Perform any other duties from time to time as may be in the best interests of the Association.
- 4.37 Delegation of Duties – With approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff, Director, or committee of the Association.
- 4.38 Removal – An Executive Officer may be removed by Special Resolution at a Special Meeting.
- 4.39 Vacancy – Where the position of an elected Executive Officer becomes vacant for whatever reason, the Board will appoint, via Ordinary Resolution, another Member to fill the vacancy until the next Meeting of the Members.

## ARTICLE V

## DUTIES OF THE BOARD

5.1 Duties of the Executive Officers are listed below. Duties of the Directors are found in the Roles and Responsibilities Policy.

### Duties of the Executive

#### 5.2 President

- b) Define the Vision and the Mission for the Association, and communication of those to the Members as a minimum at the Annual General Meeting.
- c) Attend all Board meetings;
- d) When present and not in conflict with the purpose of the meeting, preside at all meetings;
- e) Only chair committee meetings when a committee chairman is not present or been selected;
- f) Be responsible for the overall operation and coordination of the Association;
- g) Host Provincial Tournaments in conjunction with the Tournament Director, A.S.A. representative;
- h) Present a general picture of the Association's planned expenditure for the next year at the Meeting of the Members;
- i) Plan the outdoor League Schedule in conjunction with other Community Presidents within the District;
- j) Attend L.D.S.A. meetings as the representative of the Association;
- k) Have charge of all the correspondence of the Association;
- l) Distribute all appropriate correspondence and information to the appropriate Director as promptly as possible;
- m) Ensure any changes to the Association's Bylaws are filed with the Society's Branch, and the A.S.A.;  
and
- n) Be an ex officio member of all Committees.

#### 5.2 Vice-President

- a) Attend all Board 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) 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;
- d) 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;
- e) Chair the Discipline Committee; and
- f) Automatically assume the roles and responsibilities if for any reason the President position becomes vacant until the next Election cycle.

### 5.3 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 Meeting of the Members;
- 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;
- 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 31<sup>st</sup> of each year to be held with the minutes and a copy to the Treasurer; and
- e) File any changes to the Association's Bylaws with the Society's Branch, and the A.S.A.

### 5.4 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) Provide an annual financial report and budget in accordance with Article VIII;
- e) Present a full detailed account of receipts and disbursements to the Association whenever requested and shall prepare for submission to the Meeting of the Members a duly audited statement hereinafter set forth as the financial position of the Association;
- f) Submit a copy of the same to the Secretary for the records of the Association;
- g) File an annual return with the Society's Branch once a year after the Meeting of the Members;
- h) 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 a Meeting of the Members for approval;
- i) Responsible for ensuring the proper auditing of the books, accounts, and records of the Association by a duly qualified accountant appointed at the Meeting of the Members; and
- j) 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.

#### 5.5 Director Duties

- a) Terms of Reference, Roles and Responsibilities for all other Board positions are to be prepared by the President and Vice-President and approved by Ordinary Resolution of the Board.

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 a Board member, by Ordinary Resolution, to lead of any Committee. The Board should appoint Association Members to form the remainder of the committee but may appoint anyone. The Board shall 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 Committee 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 shall be an ex-officio and non-voting member of all Committees of the Association.
- 6.6 Debts – No Committee shall have the authority to incur debts in the name of the Association.

**ARTICLE VII**

**DISCIPLINE COMMITTEE**

- 7.1 General – The Disciplinary Committee shall be guided by the Complaint, Conflict Resolution and Disciplinary Policy.
- 7.2 Composition of the Disciplinary Committee – The committee shall consist of the following:
- b) Vice President as the Chair of the Committee;
  - c) One of the Operations Officer (Operations Director), Technical Officer (Technical Director) or Director of Officials; and
  - d) Two members of the Association in good standing and with no conflict of interest.
- 7.3 Reporting a Complaint – Any person may report a complaint as per the Complaint, Conflict Resolution and Disciplinary Policy.

## ARTICLE VIII

## FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Association will be September to August.
- 8.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may determine.
- 8.3 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.
- 8.4 Financial Oversight – Financial statements shall be audited annually by an independent Auditor, as defined in these bylaws, appointed by the membership.
- 8.5 Budget – The annual budget shall be reviewed by the Board and approved at the Meeting of the Members.
- 8.6 Fund Approval – Accumulated Fund approval shall be approved at a Meeting of the Members by Ordinary Resolution for Ten Percent (10%) or less of monetary assets, or by Special Resolution for greater than Ten Percent (10%) of monetary assets.
- 8.7 Inspection of the Financial Records – Any member wishing to inspect the books during the year must make a request in writing or by email to the Association President. The books will be made available within fourteen (14) days to such members.
- 8.8 Signing Authority – Signing authority shall be given to the President, Vice-President, Secretary and the Treasurer with at least one (1) signature required for all transactions.
- 8.9 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. The borrowing of funds requires approval by Special Resolution of the Association.
- 8.11 Remuneration – No Director or Officer of the Association shall receive any remuneration for services rendered to the Society. Directors and Officers shall be entitled to reimbursement for reasonable expenses incurred in relation to society business. Any Director, Officer or Member of the Association may hold a Staff position as per ARTICLE 9.

**ARTICLE IX – STAFF**

- 9.1 Composition – The Board of Directors shall have the power to determine the number of staff it requires to maintain its programs.
- 9.2 Duties and Compensation – Duties and compensation of the staff will be determined by the Board.

**ARTICLE X**

**CONFLICT OF INTEREST**

- 10.1 Disclosure – Board Members must disclose any actual or perceived conflict of interest and abstain from decisions where such conflict exists.
- 10.2 Resolution – The Board shall address conflicts in a manner consistent with organizational policies and governing laws.

**ARTICLE XI**

**NOTICE**

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

**DISSOLUTION**

- 12.1 Dissolution – The Association may be dissolved in accordance with the Act.
  
- 12.2 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 A.S.A. for a period of five (5) years. In this five-year period, the A.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 A.S.A. shall be used by the A.S.A. to promote soccer within the Lakeland District.

**ARTICLE XIII**

**INDEMNIFICATION**

13.1 Indemnification – The Association shall indemnify and hold harmless, using its available funds, each Director and any individual acting at the Association’s request in a similar capacity, as well as their heirs, executors, and administrators, from and against any and all claims, charges, expenses, demands, actions, or costs. This includes amounts paid to settle an action or satisfy a judgment that may arise or be incurred due to holding a position or performing the duties of a Director or acting in a similar capacity on behalf of the Association.

For further clarity, indemnification will only apply if:

- a) The individual acted honestly and in good faith with the intent to serve the best interests of the Association; and
- b) In the case of a criminal or administrative proceeding enforced by a monetary penalty, the individual had reasonable grounds to believe their actions were lawful.

13.2 Exceptions to Indemnification – The Association shall not indemnify any Director or individual acting at the Association’s request in a similar capacity for:

- a) Acts of fraud, dishonesty, or bad faith; and
- b) Breach of statutory duties or responsibilities imposed under the Act.

13.3 Liability Insurance – The Association shall maintain Directors and Executive Officers liability insurance at all times to ensure coverage for individuals serving in these roles.

**ARTICLE XIV**

**AMENDMENT OF BYLAWS**

- 14.1 Proposals – All proposals shall be submitted to the board at least Forty-Five (45) days prior to the Meeting of the Members or electronic vote.
- 14.2 Notice – Proposed changes to these bylaws must be posted on the Association website at least twenty-one (21) days prior to a Meeting of the Members or the date of the vote.
- 14.3 Voting – These Bylaws may only be amended, revised, repealed, or added to by Special Resolution of the Members.
- 14.4 Effective Date – Bylaws amendments are effective from the date they are registered with the Association’s Branch.

**ARTICLE XV**

**ADOPTION OF THESE BYLAWS**

- 15.1 Ratification – These Bylaws were ratified by the Members of the Association at a Meeting of the Members or electronic vote duly called and held on 26 September 2025.
  
- 15.2 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.