

**EDMONTON WEST ZONE SOCCER ASSOCIATION**

**BYLAWS**

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**1. NAME**

The name of the organization shall be the “Edmonton West Zone Soccer Association”, hereinafter referred to as the Association.

**2. SOCIETY SEAL**

The official seal of the Association shall be maintained by the President and shall be used by the President in the presence of the Vice President, Secretary or Treasurer.

**3. AFFILIATION**

The Edmonton West Zone Soccer Association (EWZSA) shall be affiliated with the Edmonton Minor Soccer Association (EMSA), Edmonton and District Soccer Association (EDSA), the Edmonton Federation of Community Leagues and be subject to the rules and regulations adopted by those bodies.

**4. ORGANIZATION**

Edmonton West Zone Soccer Association shall be composed of community league members and shall be governed by a Board of Directors as stated in these bylaws.

**5. SOCCER CLUBS**

To play under the Edmonton West Zone Soccer Association umbrella, any Edmonton West Soccer Club or team must be sanctioned by the EWZSA.

**6. FISCAL YEAR**

- a) For the purpose of the Association, the financial year shall be from the 1st day of April 1 to the to the last day of March following, both inclusive. An audited copy of the Annual Financial Statement shall be presented at the Annual General Meeting. The Association will hire an accountant or accounting agency to conduct an annual financial audit. The audit is to be after 1 April and prior to our Annual General Meeting.
- b) Any member of the Association can inspect the books and records during working hours, at the office of the Association, as long as there is a member of the executive present at the time of viewing.

**7. FEES**

The players’ fees shall be set twice annually (the indoor and outdoor season) and approved by the Board of Directors.

**8. BUDGET**

A budget must be presented twice annually and approved by the Board of Directors.

**9. AUTHORIZATION OF EXPENDITURES**

- a) Three members of the Association are authorized to sign cheques in the name of the Association; however, only two signatures are necessary for any one cheque. The Treasurer

and any member of the Executive committee have the authority to approve payment for expenditures outside of the budget billed to the Association.

- b) If the Treasurer position is vacant then a finance committee consisting of three executive members of the Board: the President, 1st Vice-President and one executive member as appointed by the Board of Directors will be formed.
- c) The authorized members responsible must have their signatures registered with the banking facility where the Association's accounts are held.
- d) Any name changes for authorization of expenditures must be recorded in an approved motion in the minutes.

## **10. APPLICATION OF GRANTS**

Any member wanting to submit an application for grant monies using the Association as the non-profit organization in the request must first apply for approval from the Association in writing. The Age Group Director of the team applying will be able to assist the member in meeting with the Board of Directors. There will be an administration fee of \$500 per grant application due within 30 days of receiving notification of the successful outcome of the grant.

## **11. BORROWING POWER**

The Association is prohibited from borrowing money.

## **12. INDEMNITY**

Every officer, director or other representatives of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them in or about the discharge of their duties, except such as happen from their own willful neglects or defaults.

## **13. MEMBERSHIP**

13.1 The Association shall be comprised of the three categories of memberships.

- a) *Active membership* shall be an active Community League Member who is identified as actively volunteering with the Edmonton West Zone Soccer program.
- b) *Associate membership* may be extended to organizations or leagues outside of the Edmonton district.
- c) *Life members* are:
  - 1) Persons who have rendered valuable service to the Association may be elected *Life Members*. Such persons shall have no vote at any/all meetings of the Association.
  - 2) The admission of a *life member* shall require the affirmative vote of at least 2/3 of the votes cast at a general meeting of the Association. All nominations for *life membership* shall be submitted in writing by an active member or by the Board of Directors at least twenty-one days prior to a general meeting.
- d) **Withdrawal of Members:** Any member wishing to withdraw from membership may do so at anytime upon supplying notice to the executive. The executive shall have the right to suspend membership of any member who fails to comply with the Association's bylaws or with the operating rules and regulations of the Association. Any person being considered for suspension or expulsion from membership shall have a right to a hearing. (see Section 13(e))

- e) The elected officers shall have the right to suspend or remove from the Board, any member who fails to comply with the Association's Bylaws, or with the operating rules and regulations and Policies and Procedures of the Association and any decision of the nature is subject to the simple majority vote of the Board. Any Board member that has been suspended or expelled from the membership on the Board shall have a right to a hearing which will be chaired by the 1st Vice-President and two to four other Board members

#### 13.2) ASSOCIATION'S RIGHT OF DENIAL

- a) The Association reserves the right to deny any volunteer the opportunity to act as a volunteer.

A denial to be allowed to provide a volunteer service to the Association is a discretionary decision of the Association, not a matter of discipline, and is not subject to any rights of Appeal.

### 14. BOARD OF DIRECTORS

- a) The business of the Association shall be conducted by a Board of Directors, which shall be comprised of the elected officers of the Association, Past President and the appointed Directors.
- b) The Officers of the Association shall be the President, the 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President, the Registrar, the Treasurer, the General Secretary, the Referee, Discipline and Club Program Director and two Directors At Large.
- c) The immediate Past President shall carry a voice but no vote.
- d) Persons holding more than one position on the Association are still only entitled to one vote. If any paid employee of the Association holds a Board position, they will not be entitled to a vote.
- e) No more than a total of 5 persons from any one community league shall hold a vote including the community league representative.
- f) Unless authorized at any meeting and after notice for same shall have been given, no Director or Officer of the Association shall be entitled to receive any direct financial remuneration for his/her services.

### 15. POWERS OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall be vested with the authority to manage the affairs of the Association.
- b) If the office of the President shall become vacant for any reason during his/her term of office, the following shall occur:
  - 1) The 1<sup>st</sup> Vice-President shall assume the responsibilities of the President.
  - 2) If the 1<sup>st</sup> Vice-President is unable to assume the responsibilities, the 2<sup>nd</sup> Vice-President shall assume the responsibilities of the President. If the Second Vice-President is unable to assume the responsibilities, the Board of Directors will seek nominations from the Board of Directors.
  - 3) A vote by the Board of Directors shall take place, by secret ballot, to determine the Interim President. A candidate must receive a majority of the votes cast to be elected.
  - 4) If the Interim President is in office longer than 30 days, the Association's Board members shall appoint a person to complete the remaining term of the Interim President's previous

position. If the Interim President was elected from one of the active community league representatives, the respective community league shall appoint another in their place.

- c) If the office of a Director becomes vacant during his/her term of office, the Board of Directors shall appoint someone in his or her place.
- d) Those persons elected, named or appointed herein provided to fill vacant offices should serve until the Association's next Annual General Meeting.
- e) If the Treasurer is unable to assume his/her responsibilities, a finance committee shall be struck as detailed in Section 9 (b) of the Bylaws to assume the responsibilities of the Treasurer for as long as it is deemed necessary by the Board.

## **16. COMMITTEES OF THE BOARD**

The Board of directors may appoint committees to assist in carrying out the functions of the Association.

- a) Executive Committee
  - (1) The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, Treasurer, Zone Club Director and General Secretary.
    - (a) If any position is vacant the Executive Committee can appoint an individual to the position by a motion. This individual will be selected from the Board of Directors by majority vote.
    - (b) If a member is unable to temporarily fulfill their duties the Executive Committee will fill the position on an interim basis. This individual will be selected from the Board of Directors by majority vote.
  - (2) The Executive Committee shall conduct the business of the association between meetings of the Board. It shall report to the board all decisions and/or actions taken by it at the Board's next regular meeting.
  - (3) Meetings shall be held on call of the president or as directed by the Board.
- b) Standing Committees
  - (1) Bylaws, Rules & Regulations Committee:
    - (a) To ensure a continuous reevaluation of the Bylaws, Rules & Regulations of the association.
    - (b) To investigate all questions regarding Bylaws, Rules & Regulations.
    - (c) To make all necessary recommendations to alter or amend the existing Bylaws, Rules & Regulations at the Annual General Meeting.
  - (2) Discipline & Appeals Committee:
    - (a) To be chaired by the Discipline Director.
    - (b) To rule on matters of discipline.
    - (c) To accept Appeals, Protests and Violations from Member Organizations, Communities, Team Officials or Registered Players. In addition to Game, League or Tournament Officials as defined in any Rules and Regulations.
    - (d) To rule on such Appeals, Protests and Violations
- c) Special Committees:
  - (1) May be appointed to perform duties as required.

- (2) Such committees will be temporary in nature and will cease to function upon completion of their mandate.
- d) A member of the Board shall be Chairman of any Standing or Special Committee.

## **17. TENURE AND ELECTION**

- a) The President, 1st Vice-President, 2nd Vice-President, Registrar, Treasurer, General Secretary shall be elected once each two years at the Annual General Meeting by the full voting membership.
- b) Each of the active community leagues in Edmonton West is eligible to appoint one person to the Association to act as a community league representative.
- c) Age group Directors shall be appointed at the Annual General Meeting and must be ratified by the Board of Directors at the next meeting.
- d) The President and 2nd Vice President and Registrar shall be elected in even years and the First Vice –President, Treasurer and General Secretary shall be elected in odd years. All other positions are to be elected annually.
- e) The positions of President and 1<sup>st</sup> Vice-President shall have a total limit of three consecutive terms by the same party. The Board of Directors may extend the term as required through the successful passing of a motion.

## **18. PROCEDURE FOR ELECTION OF OFFICERS**

To be elected as an officer to the Board of Directors, a candidate must have the majority of the votes cast.

- a) In a contested election, voting shall be by secret ballot.
- b) 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 omitted.
- c) If more than three persons have contested the office, this process may be repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot.
- d) If two or more candidates have the least number of votes, the meeting shall determine, by ballot, which of them shall be removed from the next ballot.
- e) Nominations for elected position shall be by numbers.
  - 1) Any nominations can be received, in writing three days before the Annual General Meeting by the Edmonton West Zone Soccer Association current President for distribution to the membership at large (with the written notice of the Annual General Meeting) for the purpose of advance notice to the membership as to who will be standing for elected office. Personal verification or notice in writing will be accepted. In addition, the Annual General Meeting will be announced to the membership, via e-mail and/or telephone, 30 days prior to the Annual General Meeting.
  - 2) Nominations may also be made from the floor. Personal verification of acceptance of the nomination must be made before the election.

**19. DUTIES OF ELECTED OFFICERS**

## a) President

- 1) He/she shall have only a casting vote at all meetings of the Board of Directors.
- 2) He/she may appoint committees (to be ratified by the Board) and chairpersons, where necessary, and is ex officio member of all committees.
- 3) It is the duty of the president to ensure that the Board members understand what their duties entail.

## b) 1st Vice-President

In the absence of the President:

- 1) The 1<sup>st</sup> Vice-President shall assume duties of the President.
- 2) If the 1<sup>st</sup> Vice-President and/or 2<sup>nd</sup> Vice-President are unable to fill the President's position, the Board will seek nominations from the Board of Directors.
- 3) Any person nominated to replace the President during their term, for any length of time, must be from the current Board of Directors.
- 4) A vote by the Board of Directors shall take place, by secret ballot, to determine the Interim President if the existing 1<sup>st</sup> Vice-President and/or 2<sup>nd</sup> Vice-President is unable to fill the President's term. A candidate must receive a majority of the votes cast to be elected. Refer to section 18 of the Association Bylaws as a procedure.
- 5) A vote by the Board of Directors shall take place, by secret ballot, to determine the Interim President if the existing 1<sup>st</sup> Vice-President and/or 2<sup>nd</sup> Vice-President is unable to fill the President's term. A candidate must receive a majority of the votes cast to be elected. Refer to section 17 of the Association Bylaws as a procedure.
- 6) If the Interim President is in office longer than 30 days, the position previously held must be filled. If the previously held position vacated was the General Secretary or Treasurer, the President shall appoint a person to complete the remaining term. If the Interim President was elected from one of the active Community League representatives, the respective Community shall appoint another in his/her place.

## c) 2nd Vice-President

In the absence of the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall assume the duties of the 1<sup>st</sup> Vice President.

- 1) The 2<sup>nd</sup> Vice-President is responsible to chair all disciplinary hearings if there is no Discipline Director.
- d) Registrar shall have such duties as prescribed.
- e) Treasurer shall submit to the Board of Directors for approval two budgets, one for the indoor season and one for the outdoor season. The Treasurer shall work closely with the Association's accounting department to submit Monthly Financial Reports. Once approved by the Board, these shall be signed by two elected officers and kept on file with the minutes.
- f) General Secretary will take the minutes for all meetings (society, director's etc.) and shall submit a copy of the minutes at the regular Board meetings.



- g) All Officers (except the immediate Past President) and Directors shall have one vote at all meetings of the Board of Directors, with exception of the President who shall hold a casting vote only.
- h) The immediate Past President shall assist and mentor the association.

## **20. VACANCIES**

Any elected officer or appointed director, with the exception of community league directors, shall be vacated:

- a) If he/she is absent from three consecutive meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors.
- b) If he/she is removed by Resolution of the Association for misconduct or good and sufficient cause.
- c) The removal of any elected officer or appointed director from the Board shall be by a majority vote at a Board meeting and/or and Annual General Meeting. Appeal procedures for a removed or expelled member are outlined in Section 13 (e).

## **21. EDMONTON WEST ZONE SOCCER ASSOCIATION STAFF**

All employees of the Association shall be hired by the Executive Committee and ratified by the Board of Directors.

## **22. VOTING**

- a) Members of the Board of Directors shall have a voice and vote at all general meetings. The President shall have a casting vote only.
- b) Each associate member, in good standing, shall be entitled to a voice but no vote.
- c) Quorum, at the **Annual General Meeting, shall consist of at least 10** members of the active community leagues in Edmonton West.
- d) Past presidents and life members shall have a voice but no vote at all meetings of the Association.
- e) All delegates must register with the General Secretary or Registrar of the Association before the General Meeting is called to order.
- f) No more than a total of five persons from any one community league shall hold a vote including the community league representative.
- g) At the Annual General Meeting, positions must be posted by the current Board. Once a total of five people from any one community league have been elected, the membership must be advised that only five persons from the one community league will be allowed to vote.
- h) Order of elected officers:
  - 1) Officers of the Association
  - 2) Logistical directors - any remaining directors
- i) Individual members must be present to vote. No proxy votes are allowed.

**23. QUORUM**

At all Special Board of Directors' meetings, a quorum will consist of a minimum of 7 of the filled positions. Electronic (e-mail, fax, web, etc.) voting will be accepted.

**24. RULES OF ORDER**

All meetings of the Association shall be conducted in accordance with ROBERT'S RULES OF ORDER.

**25. GENERAL MEETING**

A minimum of two General meetings of the Association shall be held per year. The voting members will be notified by phone or email 21 days in advance of meeting dates.

**26. ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of the Association shall be held each year in the month of November at a place and date to be determined by the Board of Directors. Notice of the meeting shall be provided a minimum of 30 days prior by way of phone mail or email to the active Association Members.
- b) The order of business at the Annual General Meeting shall be:
  - 1) Presentation of credentials (all members must present proof of community league membership and verify active part in the Edmonton West Soccer program)
  - 2) Roll Call
  - 3) President's Address
  - 4) Additions to Agenda
  - 5) Errors and Omissions of Previous Minutes
  - 6) Acceptance of Minutes of Previous Annual General Meeting
  - 7) Treasurer's Report
    - i. Appointment of Financial Auditor for Next Fiscal Year at the discretion of the treasurer.
    - ii. Report from Auditor on Previous Year
    - iii. Financial Review
  - 8) Directors' Reports
  - 9) Unfinished Business Arising from Previous Minutes
  - 10) New Business
  - 11) Review of the Bylaws
  - 12) Application for New Membership
  - 13) Identify the Number of Board Positions Available
  - 14) Election of Officers and Appointed Positions
  - 15) Adjournment

Any changes in the Agenda, once accepted, must be approved by a 2/3 majority of the votes cast at the Annual General Meeting of the Association.

**27. SPECIAL GENERAL MEETINGS**

- a) A Special General Meeting shall be convened by the President at the request of the Board of Directors or shall be convened by the President at the request of 50% of the existing membership.
- b) Thirty days notice by phone or e-mail shall be given of any Special General Meeting to all eligible delegates. Contained in the 30 days notice shall be the reason or subject matter to be dealt with at the Special General Meeting. There can be no additional matters of business addressed at the Special General Meeting without the unanimous consent of the delegates present.

**28. REVIEW OF THE BYLAWS**

- a) Members in good standing and members of the Board of the Directors may propose changes to the bylaws at an Annual General Meeting or a Special General Meeting called for that purpose provided that the notice of the proposed amendments shall have been delivered to the General Secretary at least 30 days before the commencement of the said meeting. The General Secretary shall forward a copy of the proposed amendments to the members no less than 21 days prior to the General Meeting at which the proposed amendments are to be presented.
- b) Bylaws or any proposed bylaw amendment can only be changed by special resolution of the Association's members and shall require a 75% majority of the vote cast by the members present.

**29. DISSOLUTION**

Upon dissolution of the Association, all funds and records will be turned over to Edmonton Minor Soccer Association to be held in trust designed for the rebuilding of the soccer program within the boundaries of the Edmonton West Zone.