

# MILL WOODS SOCCER ASSOCIATION BYLAWS

## 1. Name

The name of the not-for-profit Registered Society shall be the "**Mill Woods Soccer Association**" hereinafter referred to as "MWSA."

**The interpretation of these Bylaws is at the sole discretion of the MWSA Board. In any conflict between these Bylaws and the EMSA Bylaws, the latter shall prevail.**

## 2. Definitions

"Adult Soccer Club" means an adult soccer program that plays within EDSA, operated by an organization that MWSA has chosen to affiliate itself with.

"AGM" means the Annual General Meeting of the MWSA.

"Audit" an official examination of the Society's financial records, not necessarily by Accountants.

"Board" or "Board member" means the Executive Officers, Directors, Chairs, Members at Large and Community League Representatives of the MWSA.

"Community League" means any one of the community leagues in southeast Edmonton, which are affiliated or associated with the MWSA.

"Community League Membership" means current, valid and paid-up membership in good standing in any one of the community leagues in the City of Edmonton.

"Community League Representative" means a member of the Board appointed by a Community League, which is associated or affiliated with the MWSA, to represent the soccer interests of that league within the MWSA soccer program.

"Community League Team" means any team playing under the MWSA banner as per the EMSA Rules & Regulations.

"Community Program" is the soccer program operated by the MWSA in the Mill Woods Zone of EMSA.

"Director" means a member of the Board whether elected or appointed to the position.

"Director at Large" means an elected or appointed member of the Board whose primary role is to assist the Board or its Directors as required.

"EDSA" means the Edmonton District Soccer Association.

"EMSA" means Edmonton Minor Soccer Association.

"EIYSA" means Edmonton Interdistrict Youth Soccer Association.

"Edmonton" means the City of Edmonton, in the Province of Alberta, Canada.

"Executive Officer" includes the MWSA President, 1st Vice President, 2nd Vice President, Registrar, Treasurer, and the Executive Director.

"May" means "could choose to do so", and is in accordance with the legal definition of the word.

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“Meeting” may be any special, general, or monthly gathering - scheduled or informal, of the MWSA Board and/or the membership.

"Mill Woods Zone" refers to the area located within the southeast part of the City of Edmonton, Alberta, and also includes the communities known as 'The Meadows,' 'Summerside,' 'Ellerslie,' 'Walker Lakes', 'Fulton Meadows', 'Aurora' and the town of Beaumont.

"Mill Woods Presidents' Council" or "MWPC" means that non-profit group registered under that name and operating in the City of Edmonton, Alberta.

"MW Selects FC" means the zone-wide soccer program operated by MWSA, which may include teams as per the EMSA Rules & Regulations.

"Mill Woods Soccer Program" means the soccer programs operated by MWSA, and includes all community league and Selects FC teams that are registered with EMSA through the MWSA Zone Registrar and administered through MWSA.

“Shall” means “must”, or “obliged to”, and is in accordance with the legal definition with the word.

“SGM” means a Special General Meeting of the MWSA, called in accordance with these bylaws.

“Youth” means every person 18 years or younger.

Any word not specifically defined in the foregoing shall be defined according to its common usage and definition in the most recent edition of the Oxford English Dictionary.

### 3. Objectives

MWSA exists to promote, develop and govern the soccer program in the Mill Woods Zone, providing wherever possible, soccer-playing opportunity for every youth in its Zone, regardless of gender, skill, ability level, race, or age. MWSA's other objectives include the following:

- a) To establish teams aimed, as best as possible, to ensure that each team consists of players of relatively equal skill and ability.
- b) The placement, whenever possible, of players on teams within their own community.
- c) To ensure that each team's members play an equal amount of time in every game, except due to disciplinary matters, sickness, injury, or playing as a goalkeeper (who is permitted to play the entire game).
- d) To serve as the sole authority for the registration of *all* teams for the Mill Woods Zone (MWSA).
- e) To permit, where appropriate and prior to each playing season, its Affiliates, Associations or other groups to submit teams through the MWSA Registrar in the Mill Woods Zone.
- f) To receive, consider, and accept when it deems appropriate, 'special requests' made by parents, guardians, or players with respect to age movements, ability to play with other players or coaches, or specific community leagues.
- g) To support respect in sport and fair play at all levels of the game.
- h) To support the ability of youth to play soccer.

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## 4. Logo

The MWSA has complete and exclusive legal rights to the MWSA logo and the MW Selects FC logo. These logos are protected under copyright law and their unauthorized use is strictly prohibited. They cannot be used without the expressed written consent of the MWSA Board.

## 5. Membership

5.1 Membership in MWSA shall be open to and comprised of any person who is 18 years of age and older, with a valid and current Community League membership in the City of Edmonton, and meets ONE of the following criteria:

- a) Is registered to play in the Mill Woods Soccer Program in the current soccer season or immediate preceding soccer season, or;
- b) Is the legal guardian or parent of a child registered by MWSA to play in the Mill Woods Soccer program in the current soccer season or the immediate preceding soccer season, or
- c) Has been elected or appointed in the MWSA as an Executive Officer, Director, Chair or Member at Large, or has been appointed as a Community League Representative for the MWSA and currently holds such position or office, or
- d) Persons who coach in the MWSA program in the current or immediate preceding season, or
- e) Any person who is actively involved in the Mill Woods Soccer Program who has received special written dispensation from the MWSA to vote in a General Meeting. A request for special written dispensation must be made in writing to MWSA for consideration at least 21 days prior to the General Meeting.

5.2 Membership in MWSA involves the following considerations:

- a) The MWSA will review all applications to join the MWSA soccer program, from any community league outside of the Mill Woods Zone, provided the applications or applicants are not in conflict with the EMSA policy and procedure or their bylaws.
- b) Lifetime (non-voting) membership may be granted to a person who has provided exemplary or outstanding service to MWSA. Nomination must be made by an MWSA Board member at least 21 days prior to any AGM or SGM, and affirmed by a 2/3 majority of votes cast at the meeting.
- c) Any member of the MWSA wishing to withdraw from membership may do so at anytime upon providing written or verbal notice to the Executive Director.
- d) The Board shall have the right to suspend membership or remove from the Board, any member who fails to comply with the MWSA bylaws, operating rules or regulations. The decision of the Board is subject to a simple majority vote. Any Board member that has been suspended or expelled from membership on the Board shall have the right to a hearing, which will be chaired by the President plus 2-4 other Board members.

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## 6. Affiliations and Associations

Affiliates and Associates of the MWSA may participate (but not vote) in all MWSA general meetings (AGM or SGM), through a single accredited representative.

- a) The MWSA shall be affiliated or associated with EMSA, the Alberta Soccer Association (ASA), and the Canadian Soccer Association (CSA) and is subject to the rules and regulations adopted by those bodies.
- b) The MWSA may choose to be affiliated with EDSA through an adult soccer club.
- c) MWSA is affiliated with the EFCL, provided the objectives of the EFCL are consistent with and not in conflict with the objectives of MWSA.
- d) MWSA may enter into an affiliation or association with any other soccer Zone in EMSA, provided all issues, practices and policies of the outside Zone are not in conflict with the objectives, goals, mandate, policies, and procedures of the MWSA.

## 7. Club Teams

The MWSA is both obligated and committed to submit competitive teams as per the EMSA Rules & Regulations, to play under the Mill Woods Zone. The MWSA may be affiliated with soccer club(s) wishing to operate in the Mill Woods Zone. These Clubs shall be limited to declaring teams in the EMSA Tier One and Tier Two programs and must do so through the MWSA Zone Registrar, pursuant to the responsibility of MWSA for all Tiers in the soccer programs within the Mill Woods Zone.

## 8. Adult Soccer Program

The MWSA may be affiliated with an adult soccer club. MWSA may, from time to time and as appropriate, utilize its office staff, resources and volunteers to assist these adult club teams in their adult-focused soccer program.

## 9. MWSA Board of Directors

The MWSA shall be governed by a Board of Directors consisting of Executive Officers, Directors, Committee Chairs, and Community League Representatives.

The Executive Officers shall be those persons who were duly elected or appointed to the positions of President, 1st Vice President, 2nd Vice President, Treasurer, Registrar, and the Executive Director (even if a paid position). The Board shall have full control and management of the operation and business of the MWSA subject to and governed by its bylaws, Policy and Procedure Manual, and direction given to it by a majority vote at any meeting properly called and constituted.

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The Board shall consist of the following positions and duties:

### **a) President**

The President is responsible for the general management, overall well being and development of the MWSA. The President duties shall include:

- i. Preside at all General and Board meetings;
- ii. Serve on the Finance Committee;
- iii. Act as the spokesperson for the MWSA;
- iv. Act as the representative of the MWSA in external organizations including but not limited to EMSA, ASA, EDSA, and the Mill Woods Presidents' Council;
- v. Act as a signing authority for the MWSA.

### **b) Past President**

The Past President is the immediate outgoing President of the MWSA, and shall serve for a maximum of two years as consultant to the Board.

### **c) 1st Vice President**

The 1st Vice President shall work closely with the President to ensure that the MWSA Bylaws and related policies/procedure are followed, assist the President in performing his/her duties, and act in the absence of the President. The 1st Vice President's other duties include:

- i. Handle (i.e., investigate, monitor, respond to, or document) MWSA program-related complaints, concerns, or issues that are brought to the attention of MWSA.
- ii. Chair or appoint a chair for all MWSA Disciplinary Hearings.
- iii. Maintain, revise, or update assigned MWSA manuals and key documents (e.g., Bylaws, Policy and Procedure, information booklets, etc.).
- iv. Act as a signing authority for the MWSA.

### **d) 2nd Vice President**

The 2nd Vice President shall assume the duties of the 1st Vice President in the absence of the latter. The duties of the 2nd Vice President shall also include:

- i. Manage the Criminal Record / Security Clearance Checks for coaches, volunteers, and staff.
- ii. Work with MWSA office staff and community volunteers on matters relating to coaches and community league teams.
- iii. Act as a signing authority for the MWSA.

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### e) Registrar

The Registrar of the MWSA shall be responsible for activities relating to the registration with EMSA of all teams in the Mill Woods Zone.

### f) Executive Director

The MWSA Executive Director shall report to the MWPC through its President, and may be a paid position. It shall be responsible for the general administration of the MWSA office, supervision of its staff, and support to the Board. Additional duties include:

- i. Attend monthly Board and other meetings of MWSA, and take minutes as necessary.
- ii. Receive, review, handle, and manage all MWSA correspondence, documentation or records.
- iii. Have custody and use of the MWSA corporate seal.
- iv. Keep or cause to be kept records of all members of MWSA and their addresses, provide notices as required, and collect and receive MWSA monies for deposit as appropriate.
- v. Manage the day to day bookkeeping/financial accounting of the MWSA.
- vi. Prepare and present the office and administration budget, for approval.
- vii. May also perform the duties of Registrar.

### g) Treasurer

The Treasurer is responsible for the finances and financial well-being of the MWSA. The Treasurer's other duties shall include:

- i. Keep financial records, as appropriate.
- ii. Give regular reports to the Board and the Membership on the financial state of the MWSA.
- iii. Chair the MWSA Finance Committee.
- iv. Act as a signing authority for the MWSA.
- v. Be responsible for the preparation of the annual budget and financial statements of the MWSA;
- vi. Monitor the receipting and depositing of all monies, including during registration and tournaments.

### h) Directors

The MWSA Board may have Directors with specific portfolios. Directors may be elected to the Board, or appointed by the Board. Directors are considered to be full members of the Board, with a voice and vote at Board Meetings, unless the Directorship in question is a paid appointment made by the Board.

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The Board shall specify annually, at a meeting prior to the AGM, which Director positions are to be paid and which are to be unpaid in the upcoming year.

The list of Directors may be altered or added to as necessary. Alterations or additions must be made by a duly approved motion at a Board meeting.

- i. The Board may create an unpaid Directorship to address a recognized need in the MWSA program; once approved, the position will be up for election at the next AGM and every two years thereafter. The position may be filled by temporary appointment until the next AGM, by a simple majority vote of the Board.
- ii. The Board may change a paid Directorship to unpaid, provided that the contract of the paid Director is resolved. The position will then be declared vacant as of the date of the Board's decision, and will be up for election at the next AGM and every two years thereafter. The position may be filled by temporary appointment until the next AGM, by a simple majority vote of the Board.
- iii. All unpaid Directors shall be elected at an AGM for a two-year term. Directors will be elected on alternate schedules: Equipment in even-numbered years, and Selects in odd-numbered years. Should the position remain unfilled or be vacated during a term, the Board may appoint another person to the position, for the remainder of the term.

Paid Directors may be appointed by the Board. All appointments shall be made on a one-year renewable basis. The process of appointment, review and renewal and the timelines therein shall be governed by MWSA Policy.

- i. The Board may create a paid Directorship to address a recognized need within the MWSA program. Once approved, the Executive Committee will begin the process of appointment as per MWSA Policy, and the paid appointment must be approved by the Board.
- ii. The Board may change an unpaid Directorship to a paid position; in this event, the unpaid Director ceases to occupy the position once a paid appointment is made. The Executive Committee will begin the process of appointment as per MWSA Policy, and the paid appointment must be approved by the Board.

The existing list of Directors may be altered as specified above. The list as of the most recent revision of these By-laws is:

- i. Referee Assignor – to organize, appoint, assist in training, schedule, and oversee remuneration of referees from the MWSA zone.
- ii. Equipment Director – to organize, account for, distribute or collect, and manage the soccer team-related equipment of the MWSA zone and manage the MWSA storage facilities (excluding its office).
- iii. Technical Director – To monitor, support, provide training, and enhance the capacity of coaches within the MWSA soccer program.
- iv. Selects FC Director – To enhance the effectiveness, and playing capacity of the Selects program, through its coaches, players and volunteers.

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### **i) Community League Representatives**

The MWSA Board shall include a representative for each Community League or Area in the Mill Woods Zone to address the MWSA Soccer Program interests on behalf of their respective community league or Area. They are also represented on the Board by the Community Chair, elected by the majority of the existing Community League and Area Representatives.

### **j) Committee Chairs**

The MWSA Board may have members with specific portfolios. Chairs are appointed by the MWSA Board or a component thereof, and are considered Board Members with a voice but no vote.

The list of portfolios, which may be altered as necessary, includes but is not limited to the following:

- i. Tournament Chair – To chair the Tournament Committee (if exists), which would organize and coordinate the MWSA zone tournaments.
- ii. Fundraising Chair – To oversee the Bingo, Casino and other-related fundraising effort by the MWSA zone.
- iii. Community Chair – To facilitate, promote, and enhance the collaboration of the MWSA Community Soccer Representatives.
- iv. Purchasing/Merchandising Chair – To facilitate and co-ordinate the purchase of MWSA soccer-related equipment (i.e. jerseys, balls etc.) and to oversee the merchandising program of MWSA.

### **k) Members at Large**

MWSA may elect members to the Board as Members at Large; the intent is to have these members available to advise and assist the Board as necessary.

A maximum of six (6) members at large may be elected by the Board. Members at Large shall have a voice at Board Meetings, and may be granted a vote, according to MWSA Policy.

## **10. Tenure of Board Members**

a) All positions of Executive Officers on the MWSA Board are filled for a two-year period, and members are elected to their post on a graduated schedule. The President, 2nd Vice President, and Executive Director (if a volunteer) are elected in even-numbered years, while the 1st Vice President, Registrar (if a volunteer), and Treasurer are elected in odd-numbered years. Should the position remain unfilled or be vacated during a term, the Board may appoint another person to the position, for the remainder of the term.

b) All Directors shall be elected at an AGM for a two-year term. Directors will be elected on alternate schedules: Equipment in even-numbered years, and Selects FC in odd-numbered years. Should the position remain unfilled or be vacated during a term, the Board may appoint another person to the position, for the remainder of the term.

c) All Chairs other than the Community Chair are appointed by MWSA on an annual basis. Appointments shall be made or renewed at the regular Board meeting following the AGM each year.



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The Community Chair is elected by the Community League Representatives annually, at the regular Board meeting following the AGM.

d) Community League Representatives are appointed by their respective community league and, as long as they comply with these Bylaws, may serve their term at the pleasure of their Community League Board. If a Community League does not appoint a Representative, then the Board may make a temporary appointment, which may later be ratified by the respective Community League. The temporary appointment and communication with the Community League will be governed by MWSA Policy.

e) Members at Large are elected for a one-year term. Should the position remain unfilled or be vacated during a term, the Board may appoint another person to the position, for the remainder of the term.

f) Any Board Member may be suspended or removed from the Board in accordance with Section 5.2(d).

### 11. Committees of the Board

The MWSA shall have a number of standing sub-committees, and may establish additional (Ad-hoc) committees as necessary, with the President serving as honorary member of all committees. The MWSA main standing sub-committees include:

- a) The Executive Committee. It is the primary committee overlooking MWSA strategic operations.
  - i. Its voting members shall include the President (Chair), 1st Vice President, 2nd Vice President, Treasurer, Community Chair, Selects FC Director and the Executive Director. (Quorum is one member of the first three positions and two members of the remainder.)
  - ii. The Chair of the committee, or any two of its members, may invite guests to provide information or shed light on the committee's deliberations, as necessary. Guests may have a voice but no vote at executive committee meetings.
  - iii. It shall meet to address issues of great urgency, when feedback from the whole Board is difficult or impractical to secure.
  - iv. It shall report via email to the whole Board within 48 hours, of its deliberation and actions taken.
- b) The Finance Committee. This committee is responsible to the Board through the Executive Committee and is focused on *financial* matters of MWSA.
  - i. Its voting members shall include the President, Treasurer (Chair), Community Chair, Selects FC Director, and Executive Director. (Quorum is the President or Treasurer and two of the remaining positions.)
  - ii. The Chair of the committee, or any two of its members, may invite guests to provide information or shed light on the committee's deliberations, as necessary. Guests may have a voice but no vote at executive committee meetings.
  - iii. It is empowered to make *financial* decisions and take *urgent* action on any matter as authorized by the Board, on behalf of the Board, but must report same to the Board within one month.

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### 12. Voting of the Board and its Committees

Anyone currently elected or appointed to a position on the MWSA Board (i.e., Executive Officer, Director, or Community League Representative) shall be eligible to vote at all MWSA Board meetings, AGMs, or SGMs. The following restrictions apply to voting at Board or Committee meetings:

- a) Only those appointed or assigned to a committee may vote at its meetings.
- b) All Committee Chairs (who are not otherwise allowed to vote), the immediate Past President, and anyone granted a lifetime membership in MWSA shall have a voice but no vote.
- c) Persons holding more than one position on the Board shall be entitled to only one vote.
- d) Paid employees of MWSA who also hold a position on the Board shall be entitled to a vote.
- e) In the event that two people on the Board share one position, i.e. Community Representative, only one of those persons is entitled to a vote.

### 13. Notice of Meetings

MWSA shall strive to provide as much notice as possible regarding its meetings to its meeting's intended participants: Board members, Committee members, or its general membership (i.e., SGM or AGM). Notices shall be given as follows:

- a) To a Committee – via email or phone, with (where possible) seven days prior to the meeting
- b) To the Board – via email, phone or in person (i.e. at the previous meeting) at least 21 days prior to the intended meeting.
- c) To the membership (AGM or SGM only) – via advertisement on the MWSA website at least 21 days prior to the meeting date.

### 14. Voting at AGM or SGM

- a) Only current members in good standing of MWSA may attend and vote at an SGM or AGM. Those who do not qualify to attend or vote at an AGM or SGM may do so provided they apply for and receive special permission from the MWSA Board.
- b) Individuals belonging to another EMSA-affiliated organization, which excludes MWSA representatives from voting at its AGM or SGM, are NOT allowed to vote at an AGM or SGM of MWSA, EXCEPT where this person:
  - i. Plays or also has a child that plays in the MWSA soccer program, or
  - ii. Has dispensation in writing from the MWSA Board
  - iii. All exceptions must be noted in the register and in the minutes of the AGM or SM.
  - iv. Voting by proxy is strictly prohibited.

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### 15. Elections at AGM

Elections for Board positions shall be held at an AGM and shall be guided by the following:

- a) Any Member in good standing of MWSA may offer his/her name for election to a position, which is currently vacant or where the term-in-office of its incumbent is at an end.
- b) Candidates for the position of President, 1st Vice President and 2nd Vice President must have served on the MWSA Board for the year immediately preceding the AGM in which he/she seeks the position.
- c) Candidates seeking to be elected to the Board shall write a letter or an email to the MWSA Board, through its President or 1st Vice President, stating their intention and the position(s) they wish to be considered for. Their letter must be received by the Board at least seven (7) days prior to the AGM. Incumbents wishing to be re-elected for their post need to advise the Executive Director, no later than fourteen (14) days prior to the AGM, of their intention or have their position considered vacant.
- d) Nominations at an AGM for Board positions may be accepted from the floor, but ONLY for positions that are vacated by their incumbent. The individual nominated shall be available to confirm his/her acceptance of that nomination.
- e) In any contested election, voting shall be conducted by secret ballot.
- f) If no person receives a simple majority of the valid votes cast, a second ballot shall be held from which the name of the person receiving the lowest number of votes in the previous ballot shall be omitted. This process shall be repeated as necessary, with the candidate receiving the lowest number of votes in any ballot being omitted from the next ballot, but when two or more candidates have the lowest number of votes, there shall be another ballot, to determine which of those candidates with the lowest number of votes shall be removed from the ballot.

### 16. Indemnity of the Board

Every Executive Officer, Director, Board member or servant or agent of MWSA shall be indemnified by MWSA against all costs, losses, and expenses incurred by each or any of them, in the course of the discharge of their respective duties, so long as such person is acting in good faith, and excepting anything which arises from willful neglect or willful default.

### 17. Financial Records and Audits

- a) The fiscal year of MWSA shall be from August 1 to July 31.
- b) The MWSA shall maintain financial records in accordance with expected accounting practices and applicable government gaming regulations. These records will be maintained by the Executive Director and monitored by the Treasurer (or a designated member of the Finance Committee).

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- c) At least once each year, two members of the MWSA (excluding the MWSA Executive Officers) or a professionally qualified person shall audit the MWSA financial records and statements, and present a summary of their findings to the Board.
- d) A complete and proper statement of the standing of the books of the previous year shall be submitted and reported by the Treasurer at the AGM.
- e) The financial records of MWSA may be inspected by any current member of MWSA anytime, upon giving reasonable notice, during usual business hours, at the office of MWSA, and in the presence of a Board member.

### 18. Fees

The MWSA fees including membership, registration and other MWSA services or goods shall be reviewed and set annually by the Board.

### 19. Signing Authority

- a) Signing authority is restricted to the President, 1st Vice-President, 2nd Vice-President, Treasurer, and the Executive Director.
- b) All expenditures shall be duly documented.
- c) Two signatures shall be required for all cheques.
- d) Expenditures over \$500.00 not included in an approved budget must be approved by the Board.

### 20. Borrowing Authority

Where appropriate, and only for the purposes of carrying out its objectives, the MWSA may borrow, raise, or secure funds as appropriate. This power shall only be exercised following a special resolution of the Board.

### 21. Fees, Penalties and Interest

1. The Board shall establish:

- (a) Annual membership fees for each category of membership.
- (b) Team registration fees for both outdoor and indoor soccer programs
- (c) A schedule of administration fees for all members.
- (d) A surcharge for all cheques returned to the Association for any cause.
- (e) An annual interest rate, to be calculated monthly, for overdue payment of any monies owing.

2. All monies owed to MWSA shall be payable immediately upon invoicing.

3. The Board may, upon resolution passed by two-third (2/3) vote of the Directors present at any Board Meeting, proceed with collection of unpaid monies through Part 4 of the Provincial Court Act, or any Act passed in substitution therefor.

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### 22. Paid Employees

- a) All employees of MWSA shall be hired by the MWSA Executive Committee.
- b) Performance appraisals of the Executive Director (if paid) shall be conducted annually by the MWSA Executive Committee.
- c) Performance appraisals of all other employees shall be conducted by the Executive Director annually and submitted to the Executive Committee for review and approval.

### 23. Remuneration

Unless authorized by the Finance Committee, no officer or member of the MWSA shall receive any remuneration for his/her expenses. Board members may receive reimbursement for expenses, upon presentation of signed receipts, incurred as a result of performing the MWSA objectives and with pre-authorization of two signing authorities on the Board.

### 24. Meetings

- a) Regular Board meetings shall be held at least once per month, a minimum of ten times a year, unless it is decided by a majority vote of the Board that a monthly meeting is not necessary.
- b) Any meeting (i.e., Board, SGM, or AGM), where quorum requirement is not met, is not considered as held. Any motion made in the absence of a quorum shall be null and void.
- c) Committee meetings may be held at the discretion of the committee Chair or members.
- d) Any MWSA member (other than a Board member) may attend a monthly or regular Board meeting and may have a voice, but not a vote.

### 25. Parliamentary Authority

The rules contained in "Robert's Rules of Order", in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these bylaws or the requirements of the Societies Act.

### 26. Quorum

Quorum at MWSA Board meetings shall consist of at least two Executive Officers, fifty percent (50%) of currently appointed Community League representatives, and fifty percent (50%) of the currently appointed unpaid Directors. Quorum at an AGM or SGM shall also include ten MWSA Members in good standing who are not on the Board.

A Community League representative who cannot be present for a Board meeting may authorize another person to be their proxy at said meeting, provided that a) the person acting as a proxy is a Member in good standing of MWSA, and b) the Community League representative notifies the Executive Director no later than four (4) hours before the start of the Board meeting. This rule does not apply to AGMs or SGMs.

If, within fifteen (15) minutes from the time appointed for the meeting of the Association, a quorum is not present, the meeting shall stand adjourned for a further fifteen (15) minutes and if, after the fifteen (15) minute adjournment, a quorum is not present, the persons entitled to vote who are present shall constitute a quorum.

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### 27. Annual General Meeting (AGM)

- a) MWSA shall hold an AGM each year, within 90 days of its fiscal year end at a place and date to be determined by the Board.
- b) The order of business at each AGM shall include: financial reports & review, bylaw changes (if any), the appointment of an auditor (as appropriate), and election of officers.
- c) Changes to the agenda that would introduce new business of which no notice was given in writing to the membership at large, shall not be made. Administrative changes to the agenda may be made, but must be approved by a 2/3 majority of voting members present.

### 28. Special General Meeting (SGM)

- a) A Special General Meeting shall be convened by the President at the direction of the Board or at the request of at least five per cent (5%) of the existing membership.
- b) The direction of the Board or request of the membership must include the items of business or subject matter to be dealt with at the SGM.
- c) Twenty-one (21) days' notice shall be given of any AGM or SGM to all eligible delegates. Contained in the notice shall be the reason or subject matter to be dealt with at the SGM, as per the direction of the Board or request of the membership. Only the business contained in the notice may be addressed at the SGM; no additional matters of business may be addressed.

### 29. Conflict of Interest

- a) Any member or employee of the MWSA Board shall disclose immediately, through any member of the Executive Committee, any situation of conflict of interest, whereby the individual may be gaining (or be seen to be gaining) direct personal or monetary advantage not available to others.
- b) Individuals deemed to be in a conflict of interest situation shall withdraw from entering into the discussion or voting on the matter in question. (They are then not counted as part of the quorum.)
- c) Persons deemed by the membership to be in a conflict of interest position shall not be allowed to run for a position on the MWSA Board.

### 30. Review and Changes to These By-Laws

- a) These by-laws may be cancelled, altered or added to by a Special Resolution at any AGM or SGM of the MWSA.
- b) Special Resolutions require twenty-one (21) days' notice, and will be given to Members in accordance with Section 13.
- c) The notice of the AGM of the MWSA, where bylaw amendments will be considered, must specify that bylaw amendments are being considered.
- d) Amended bylaws take effect after approval of a Special Resolution, by 75% of the votes eligible to be cast at an AGM or SGM, and their filing with the Corporate Registry of Alberta.

## MILL WOODS SOCCER ASSOCIATION BYLAWS

### 30. Dissolution

Upon dissolution of MWSA, all assets of MWSA shall be turned over to the Mill Woods Presidents' Council, or in the event that the Mill Woods Presidents' Council is no longer in existence at that time, the assets of MWSA shall be turned over to EMSA. In the event that EMSA is no longer in existence, the assets shall be turned over to another not-for-profit society operating in the City of Edmonton which has objectives that are compatible with the objectives of MWSA, as approved by the Board.