

# **North Edmonton Minor Football Association Bylaws**

## **I. Purpose of Society**

1. The North Edmonton Minor Football Association was created to provide a minor football program in North Edmonton, and will
  - i. Provide for recreation of its members;
  - ii. Encourage and promote its program of minor football;
  - iii. Provide all necessary equipment and items for carrying on its objective; and
  - iv. Acquire lands, by purchase or otherwise, erect or otherwise providing a building for its community purposes.

The North Edmonton Minor Football Association is hereon referred to as the Society.

## **II. Membership**

1. Membership in the Society is open to any person residing in Alberta, and being the full age of 18 years, upon payment of a membership fee, in the year prior to annual general meeting. An individual may also become a member by a favorable vote passed by a majority of the members of a regular meeting of the Society, and upon payment of the fee.
2. A membership is automatically acquired by any individual who volunteers in any capacity during the said year and shall continue until that volunteer assistance ceases. These memberships are to be referred to as associate members. These members shall have full membership rights and shall have the membership fee waived.
3. Membership fee in the Society shall be determined, from time to time, by the Board of Directors and shall be approved by a majority of the members of a regular meeting of the Society.
4. Membership in the society may be terminated or suspended by:
  - i. Voluntary withdrawal made in writing by the member to the Board through its Secretary;
  - ii. Being in arrears for fees or payment to the Society for a period of four (4) months prior to any regular meeting, resulting in a suspension of membership rights but may be reinstated by a majority vote of the members of a regular meeting; or
  - iii. Expulsion made upon special resolution at any meeting with a majority vote of all Society members in good standing for any cause that the Society may deem reasonable.

### **III. President**

1. The President shall be ex-officio a member of all Committees of the Society. The President shall, when present, preside at all meetings of the Society and of the Board. In the absence of the President, the Vice-President shall preside at any such meeting, and in the absence of both a chairperson may be elected by the meeting to preside thereat.
2. The President shall be competent to exercise all duties and powers of the office of President, including the overall accountability and administration of the Society, represent the Society and liaison with the outside parties including any league or community parties, and the power to break any tie vote at any regular meeting of the Society members or the Board.
3. The term of President shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.

### **IV. Vice-President**

1. The duties of the Vice-President shall be to fulfill any duties of the office of President in the absence of the President, and any other duties requested or assigned by the President and/or the Board.
2. The term of Vice-President shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.

### **V. Board of Directors**

1. The Board of Directors, Executive Committee or the Board, shall mean the Board of Directors of the Society.
2. The Board of Directors shall comprise of:
  - i. The President;
  - ii. The Vice-President;
  - iii. The Secretary;
  - iv. The Treasurer; and
  - v. Five (5) Directors.
3. The Board shall, subject to the bylaws or direction of a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
4. The meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special

meeting may be called on the instruction of any two members thereof provided they request the President through the Secretary in writing to call such a meeting and state the business to be brought before the meeting.

5. Meetings of the Board shall be called by ten (10) days notice in writing mailed to each member of the Board or by three (3) days notice by email, fax, or telephone.
6. Quorum of a meeting of the Board shall consist of five (5) members.
7. A meeting shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise such transactions of the Board are null and void.
8. Each member of the Board shall have one vote each. In the event of a tie, the President, or in his or her absence the Vice-President, shall break the tie.
9. Any member of the Board, upon a majority vote of all Society members in good standing at any meeting of the Society, may be removed from office for any cause which the Society may deem reasonable.

## **VI. Secretary**

1. It shall be duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his or her duties shall be discharge by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
2. The Secretary shall also keep a record of all the members of the Society and their contact information, and send all notices of the various meetings as required.
3. The Secretary shall, upon request, deliver to any member of the Society a copy of the minutes of the last regular meeting of the Society or the Board.
4. The Secretary shall each year prepare and submit the Society's annual society registration as required by the *Societies Act*, R.S.A. 2000, c. S-14, as amended.
5. The term of Secretary shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.

## **VII. Treasurer**

1. It shall be the duty of the Treasurer to:
  - i. Receive all monies paid to the Society, including all membership fees, and shall be responsible for the deposit of the same in whatever bank, trust company, credit union or treasury branch the Board may order;
  - ii. Properly account for the funds of the Society and keep such books as necessary;
  - iii. Present a full detailed account of receipts and disbursements to the Board whenever requested;
  - iv. Prepare for submission to the annual meeting of the Society a statement, duly audited as hereinafter set forth, of the financial position of the Society during his or her term; and
  - v. Submit a copy of the same to the Secretary for the records of the Society.
2. The term of Treasurer shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.

## **VIII. Directors**

1. The duties of the Directors shall be determined each year by the Board, and at least one Director shall be assigned the duties of Registrar.
2. The term of Directors shall be from the date of the annual general meeting in which one is elected until the following annual general meeting, where his or her successor is elected and installed.

## **IX. General Manager**

1. The Board shall each year appoint the General Manager who will oversee the Society's on-field activities and operations, subject to approval by the Board, and any other duties assigned by the President and/or the Board.
2. The General manager shall attend any Board meeting if requested by the President and shall be given the same notice as Board members as hereto set forth. The General Manager shall have no vote at such a meeting.
3. The General Manager shall be granted a monthly honorarium, as determined from time to time by the Board, to cover any associated costs related to the duties of this position.
4. The term of the General Manager shall be two years from the date of the appointment.

5. The General Manager may terminate his or her appointment by voluntary withdrawal made in writing, with ten (10) days notice, to the Board through its Secretary.
6. The General Manager may be removed for any cause deemed reasonable by the Board through special resolution of the Board, which shall be approved by a two-thirds majority vote. In such situation, the General Manager must be provided ten (10) days notice in writing of the proposed resolution and reason for possible termination, and shall be provided an opportunity to speak to the Board prior to a vote of the special resolution.
7. In the event the General Manager is terminated or voluntarily withdraws, the President shall assume all duties of the General Manager until the Board appoints a new General Manager.
8. The President shall be permitted to serve as both President and General Manager during any term.

## **X. Auditing**

1. The books, accounts and records of the Secretary and Treasurer shall be audited at least one each year according to the procedure outlined in the *Societies Act*, R.S.A. 2000, c. S-14, as amended. The fiscal year of the Society shall end on the 1<sup>st</sup> of December each year. The audit shall be done in the month of February and shall be conducted by two (2) members of the Society as determined by the Board.
2. The books and records of the Society may be inspected by any member of the Society at anytime upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

## **XI. Meetings**

1. The Society shall hold an annual general meeting on or before the 1<sup>st</sup> of April in each year, of which notice in writing to the last known address of each member shall be sent in the mail ten (10) days or be contacted by telephone to the last known phone number of each five (5) days prior to the date of the meeting. At this meeting:
  - i. The positions of President and Secretary shall be elected in every odd-numbered year, the Vice-President and Treasurer shall be elected every even-numbered year and three Directors shall be elected each year;
  - ii. The President shall report to the members of the activities and operations of the Society; and
  - iii. The duly reviewed financial statements of the preceding fiscal year shall be presented by the Treasurer to and approved by the members.

2. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or by the Board by notice in writing to the last known address of each member delivered in the mail eight (8) days or be contacted by telephone to the last known phone number of each member three (3) days prior to the date of such meeting.
3. A special meeting shall be called by the President or Secretary upon receipt by him or her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such a meeting, which shall be by letter to the last known address of each member delivered in the mail eight (8) days or be contacted by telephone of the last known phone number of each member three (3) days prior to such meeting.
4. Motions before members of the Society shall be adopted when passed by majority vote.
5. Quorum at any meeting of the Society shall be five (5) members in good standing, in addition to any members of the Board.
6. Any member of the Society in good standing shall be eligible to any officer in the Society.
7. In the event of a vacancy of an office of the Society occurring during the year, such vacancy shall be filled in the next meeting of the Society's members, provided it is so stated in the notice calling such meeting.

## **XII. Voting**

1. Any member who has not withdrawn from membership nor has been suspended or expelled as herein provided shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

## **XIII. Remuneration**

1. Unless otherwise stated in the bylaws or authorized at any meeting and after notice for the same shall have been given, no officer or member of the Society shall receive any remuneration for his or her services.

## **XIV. Borrowing Papers**

1. For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

## **XV. Dissolution**

1. A special resolution may dissolve the North Edmonton Minor Football Association, in which notification of the dissolution shall be submitted in writing to the Secretary for inclusion on the agenda of a general or special meeting.
2. In the event that the Association is dissolved, all assets will be assigned to the Castle Downs Recreation Society, who at their discretion may carry on the Association's football program under their Society.

## **XVI. Bylaws**

1. These bylaws may be rescinded, altered or added to by special resolution.
2. In these bylaws, "special resolution" shall have the same meaning as in the *Societies Act*, R.S.A. 2000, c. S-14, as amended.
3. These bylaws rescind and replace the Society's original bylaws passed on 27<sup>th</sup> April 1993, and take affect as of 26<sup>th</sup> January 2005.