

BIG COUNTRY SOCCER ASSOCIATION



BY-LAWS

(Current as of Annual General Meeting 26th October 2005)

BY-LAWS OF THE BIG COUNTRY SOCCER ASSOCIATION

Article 1 Name

- A) The name of this organization shall be the "Big Country Soccer Association", hereinafter referred to as the Association, which shall be the Governing Body of Soccer within the boundaries of the Association as determined by the Alberta Soccer Association.

Article 2 Affiliation

- A) The Association shall be affiliated with, and under the jurisdiction of The Alberta Soccer Association and shall be subject to the rules and regulations of that body. Other rules and regulations may apply as required to cover local conditions.

Article 3 Definitions

- A) The BOARD means a group comprised of one representative from each member of the Association

- B) EXECUTIVE COMMITTEE means a committee comprised of the elected officers and any other appointed positions as determined by the Board.

- C) MEMBER means a club or community association that has been accepted by the Association under the rules as specified in the By-laws.

- D) REPRESENTATIVE means the person designated by the member to act on its behalf at all meetings.

Article 4 Organization

- A) The Association shall be composed of Members as hereinafter set out and it shall be managed by an Executive Committee constituted as stated in these By-laws.

Article 5 Objectives

- A) To provide an atmosphere of comradeship and sportsmanship in the sport of soccer, to promote the growth and development of soccer players, game officials and volunteers and to hold up the honour of the game.

- B) To take all steps that may be necessary or advisable for preventing infringements of the rules of the game, or other improper methods or practices and protecting it from abuse.

- C) To make, adopt, vary and publish all rules, regulations of this game in this district.

- D) To sanction, conduct and control all competition within the jurisdiction of the Association.

Article 6 Membership

- A) Any community association or club within the district shall be eligible for membership subject to the approval of the Association and continued good standing within the Association.

- B) A member applicant shall submit in writing a request for membership, which may be granted, on a majority vote of the Board.

- C) Active Membership shall be continuous unless the member:
 - i. Withdraws from the Association

 - ii. Who, by personal or business conduct, violates any part of the By-laws or Regulations of this Association, or takes part in any conduct which does, or may, in the opinion of the Association, bring the game in to disrepute, may be expelled from membership by a 2/3 majority vote of the Association after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When

this Association initiates such a hearing, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.

- iii. Any active member whose connection with the Association may be terminated by resignation (which is to be communicated, in writing, to the Executive Committee), expulsion, or otherwise, shall forfeit all interest in the Big Country Association

Article 7 Membership Fees and Obligations

- A) Annual membership fees shall be established by the Majority of Members present and entitled to vote at an Annual! General Meeting of the Association and they shall be based on a levy on each registered player and/or team.

Article 8 Annual General Meeting

- A) The Annual General Meeting of the Association shall normally be held each year on a date which shall not be prior to September 15th and not later than October 31st, said date to be determined by the Executive.
- B) At least 45 days' notice, in writing, shall be given to all members of the Board noting the date and location of the Annual General Meeting.

C) If within one hour from the time appointed for the Annual General Meeting a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall be a quorum.

D) Order of Business at the Annual General Meeting will be as follows:

- i. Roll Call and Report of Credentials Committee;
- ii. Minutes from previous Annual General Meeting
- iii. Business arising out of Minutes;
- iv. Reports;
- v. Unfinished Business;
- vi. Goals and Work Plans;
- vii. Budget;
- viii. Amendments to By-laws and Rules;
- ix. Election of Officers;
- x. New Business
- xi. Adjournment.

Article 9 Special General Meeting

- A) A Special General Meeting may be called by the Board by its own motion.

- B) Any Member of the Board in good standing may request a Special General Meeting provided 1/3 of the Board is in agreement

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

- D) All members shall receive at least ten days' written notice of the date, time and location of any Special General Meeting.

- E) Only the business for which a Special General Meeting has been called will be dealt with except with the unanimous consent of those present.

Article 10 Regular Meetings

A) Meetings of the Executive shall be held as required when called for by the President or by a majority of the Executive

B) Regular meetings of the Executive should be held not less than quarterly.

Article 11 Rules of Order

A) All meetings of the Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

Article 12 Quorum

A) A two-thirds (2/3) majority of Active members in good standing shall form a quorum at all General Meetings.

B) Fifty (50%) of the elected Executive is required to constitute quorum at all regular Executive meetings.

Article 13 Voting

A) Each member of the Association has one (1) vote per member and the Representative for this member shall have the voting power and privilege

for that member. For voting purposes, no one person can represent more than one member.

- B) The Members of the Association must have a Representative present in order to cast a vote.
- C) All voting for any meeting shall be done by a show of hands with the exception of elections.
- D) The President shall have a casting vote only.

Article 14 Executive Committee

- A) The business of the association shall be conducted by an Executive Committee, which shall constitute the elected officials along with the Past President and any other appointed positions the Board may deem necessary from time to time.
- B) Only elected Officers of the Executive and the Past President shall have voting privileges.
- C) The elected Officers of the Association shall be the President, the Vice President, the Treasurer and the Secretary.
- D) The Past President shall sit as a full member of the Executive Committee.

- E) Duties of the Officers shall be as stated in these By-laws although additional duties that may be required from time to time may be added by the Executive.

- F) Meetings of the Executive shall be at the call of the President or by a circulated written notice signed by the majority of the members of the Executive Committee.

Article 15 Tenure and Election

- A) The election of Officers shall take place at the Annual General Meeting (AGM) held in the Fall of each year and the Officers shall take their positions immediately following the AGM.

- B) The following shall be elected for a two (2) year term at the Annual General Meeting, held in even-numbered years:
 - i. The President, and
 - ii. The Secretary

- C) The following shall be elected for a two (2) year term at the Annual General Meeting, held in odd-numbered years:
 - iii. The Vice-President, and
 - iv. The Treasurer

- D) To be elected to the Executive, a candidate must have a majority of the valid votes cast.

- E) In any contested election, voting shall be by secret ballot.

- F) If a person receives a majority of the valid votes cast, he/she is elected.

- G) 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 deleted. Where more than three (3) persons have contested an office, this process may be repeated, with the candidates receiving the least number of votes in any ballot being omitted from the next ballot.
- H) Where two (2) or more candidates have the fewest (least) number of votes, the meeting shall determine, by ballot, which of them shall be included in the next ballot.

Article 16 Duties of Officers

- A) The President shall preside at all meetings of the Association and shall have a casting vote only. He/ she shall be an ex-officio member of all committees.

- B) The Vice-President shall be the senior officer of the Association next to the President, and he/she shall preside at all meetings in the President's absence. He/she shall have such other duties as prescribed.

- C) The Treasurer shall receive all monies to the credit of the Association and shall give receipt for the same. He shall deposit all monies received in a chartered bank in the name of the association. No money shall be withdrawn from the bank without the sanction of the Executive Committee. All accounts shall be paid by official cheque. The deposit and receipt book shall be produced at all meetings and shall be properly balanced, up to date in accordance with the bankbooks. He shall prepare the budget, an annual report and financial statement for the Annual General Meeting of the Association. He shall prepare a monthly financial report for the Executive.

- D) The Secretary shall keep the minutes of all the meetings of the Association and the Executive. The Secretary will distribute these minutes to all members within two weeks of these meetings being held. The Secretary will keep records of all correspondence as it pertains to the Association. The Secretary shall have other duties as prescribed.

- E) All Executive positions must be held by persons in good standing with member Associations at all times. These member Associations must also

be in good standing at all times. Committee members and other appointed positions must also follow this rule.

Article 17 Vacancies

A) The office of a member of the Executive may be vacated:

- i. Upon resignation, in writing;
- ii. If he/she absents him/herself from two (2) meetings per year of the Executive without satisfactory reasons;
- iii. If she/he be removed by resolution of the Board for good and sufficient cause.

B) Should a vacancy occur on the Executive, the Board may appoint a person to fill the vacancy until the next Annual General Meeting at which point the position must be filled by an elected official.

Article 18 Audit

- A) The fiscal year of the Association shall be from the 16th September to the 15th September following, both inclusive.

- B) A copy of the Annual Financial Statement, together with the Auditor's report thereon, shall be forwarded to each Member and the Officers of the Association, at least fourteen days before the date fixed for the Annual General Meeting.

- C) Auditors shall be appointed annually at the Annual General Meeting to audit the accounts of the Association.

Article 19 Committees

- A) Standing Committees
 - i. The Executive may constitute Committees as it deems necessary to ensure the efficient administration of its affairs. The President shall be, ex officio, a member of all committees.

Article 20 Laws of the Game

- A) The Association shall support and maintain the principles of the Laws of the Game as established by the Federation Internationale de Football Association (FIFA), except as provided herein to accommodate regional differences in age or Climatic conditions;

- B) Changes shall come into effect in the playing season immediately following their adoption.

Article 21 Other Regulations

- A) The Association may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer, subject to special conditions specified in Article 29 of these By-Laws;
- B) The Association may make such other regulatory measures, as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

Article 22 Monies Owing

- A) All monies owing to the Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated;
- B) Penalties for late payments or non-payment of monies due shall be as established by the Executive.

Article 23 Amendments to the Bylaws

- A) All proposed amendments to the By-laws shall be forwarded, in writing, to the Association no later than twenty-one (21) days prior to the Annual General Meeting or Special General Meeting called for that purpose;

- B) Copies of proposed amendments to the Constitution shall be sent to all members not less than fourteen (14) days prior to the General Meeting at which they will be considered;

- C) Amendments to the By-Laws will require a three-quarter (3/4) majority vote of those accredited delegates present at the General Meeting unless otherwise required by Corporation Law;

- D) Only affiliated Member Associations or the Executive of this Association shall be permitted to propose amendments to these By-Laws.

Article 24 Amendments to the General Rules

- A) Amendments to the general rules of the Association shall be made by the Executive, and/or at the Annual General Meeting or Special General Meeting called for that purpose. All proposed amendments to the general rules of the Association shall be sent to the Executive at least twenty-one (21) days before the date set for the meeting for distribution to all members at least fourteen (14) days prior to the meeting;

- B) A simple majority of votes at the Annual or Special General Meeting is all that is required to approve proposed changes to the general rules;

- C) Any changes to the general rules made by the Executive should be ratified at the time of the next Annual or Special General Meeting by a two-thirds (2/3) majority vote.

Article 25 Code of Conduct

- A) Members have an obligation not only to abide by the By-Laws and Rules and Regulations of the Association but also to act in a manner that evidences their commitment to the principles and intent of the By-Laws and Rules and Regulations.

- B) All members should expect to be treated equitably and fairly in all matters. Members shall not discriminate against other members by means of different, unequal or inconsistent treatment applied to individuals or segments of the members.

- C) Private interests shall not provide the potential for or the appearance of an opportunity for benefit, wrongdoing or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.

- D) Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to the Association, or that betrays a trust or confidence.

- E) Members shall at all times exhibit deportment that maintains the Association's reputation and shall at no time harm or hinder the Association or its ability to represent the sport.

- F) No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures or physical contact that, whether indirect or explicit, having the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered inappropriate behaviour, be it ethnic, religious or sexual in nature.

- G) The interaction or involvement of members under the jurisdiction of the Association shall not result in threats, intimidation, or inflict physical distress on such members, whether implied or explicit.

Article 26 Conflict of Interest

- A) Once elected or appointed to the position on the Executive of the Association, the newly elected or appointed Officer shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest, and periodically thereafter update such disclosure;

- B) A member of the Board or the Executive shall not permit his/her own interest to conflict in any way with her/her fiduciary responsibilities to the Association;

- C) A member of the Board or the Executive shall not benefit directly or indirectly from any transaction with the Association, unless it is to the clear advantage of the Association as determined by the Board of the Association;

- D) A member of the Board or the Executive shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization;

- E) A volunteer Director of the Association or a volunteer Director of a Member of the Association shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of the Association;

- F) Any deviation or perceived deviation from these Conflict of Interest Rules shall be acted on only if reported, in writing, by the complainant to the Board at Large of the Association;

- G) Any member of the Board or the Executive who, by personal or business conduct violates any part of Article 26, may be suspended from the Board or the Executive by a two-thirds (2/3) majority vote of the entire Board of the Association concerned after an investigation has been made at which the member of the Board or the Executive concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such hearing. Such suspension will remain in effect until ratified by the membership of the Association concerned at its next General Meeting.

Article 27 Administration of Disputes

- A) A member's affiliates, registrants, leagues, clubs, players, referees or officials shall not refer disputes with the Association or any other soccer association to a court of law but shall be required to submit any disagreements to the jurisdiction of the Association.

Article 28 Paid Staff as Elected Directors

- A) No paid employee of this Association may sit as an elected member of the Board or the Executive of this Association. No paid employee of any affiliated Association, League or Club may sit as an elected Director of the affiliated Association, League or Club, which employs him/her.

Article 29 Provisional Rules

- A) The Big Country Executive may, from time to time, make temporary rules or regulations governing specific cases or occasions not provided for in these By-laws or Rules, but which be necessary for carrying out of the objectives of the Association and in the interests of fair play. In all such cases, each member of the Association shall be informed of the decision and the matter shall be tabled for the next Annual General Meeting for confirmation under the amendment rules.