

# TERWILLEGAR RIVERBEND SOCCER ASSOCIATION BYLAWS

## ARTICLE 1: NAME

1.1 The name of the Association shall be the "Terwillegar Riverbend Soccer Association" also referred to as "TRSA" or the Association. TRSA shall provide a minor soccer program for youth on behalf of the community leagues in the Terwillegar Riverbend Area (TRA).

## ARTICLE 2: DEFINITIONS

2.1 Unless otherwise provided in these Bylaws, the following terms shall have the following meanings:

“Annual General Meeting” means an annual general meeting of the Members duly called and constituted in accordance with these Bylaws;

“Board” means the Executive Officers and Directors of the TRSA;

“Bylaws” means the bylaws of TRSA together with any amendments to or replacements of these Bylaws;

“Chairperson” means the person who chairs any meeting of the Board but may also include the Chairperson of any meeting of any committee of the Board;

“Director” means a member of the Board whether elected or appointed to the position;

“Majority” means a simple majority provided that where such majority is to be a majority of persons voting at a meeting, such majority shall consist of a simple majority of the eligible voters who are present at a duly called and constituted meeting and provided that where such majority is to be a majority of persons but no meeting is specified, such majority shall be a simple majority of such persons;

“Member” means the parent or guardian of any player registered in either the indoor or outdoor soccer season of the current fiscal year, or an individual interested in furthering the objectives of the Association and approved by the Board of Directors.

“Program Manager” means the individual contracted by the TRSA to perform administrative, registration and managerial duties essential to the operation of TRSA.

“*Societies Act*” means the *Societies Act* (Alberta), as amended from time to time, and every statute that may be substituted therefore, and in the case of any such amendment or substitution, any reference in these Bylaws to the *Societies Act* shall be read as referring to the amended or substituted provisions therefor.

## ARTICLE 3: BOUNDARIES and REGISTERED OFFICE

3.1 The Terwillegar Riverbend Area (TRA) consists of the communities located within the area of southwest Edmonton that is south and east of the North Saskatchewan River, west of Whitemud Creek and north of Anthony Henday Drive.

3.2 The address of the registered office shall be:  
Post office BOX 88053  
Rabbit Hill P.O.  
Edmonton, AB T6R 0M5

#### **ARTICLE 4: MEMBERSHIP**

- 4.1 Membership in the TRSA is open to any community resident, aged 18 years and older-and approved by the Board of Directors. No member will be charged a fee except for the cost of player registration for a child registered in the soccer program. Membership fees for individuals who do not have a child playing soccer may be subject to a fee as determined by the Board of Directors from year to year.
- 4.2 Members have the right to attend general and special meetings of the TRSA. Members may vote at general and special meetings
- 4.3 Members have the responsibility to behave in accordance with the Objectives and Bylaws of the TRSA, and with all directives of the Board of Directors of TRSA.
- 4.4 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 4.5 If any member is in arrears for player registration fees or assessments for any year, such shall be a cause of their no longer being in good standing and such member shall be automatically expelled at the expiration of six months from the time that the registration fees are due and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

#### **ARTICLE 5: AFFILIATIONS and ASSOCIATIONS**

- 5.1 TRSA shall be affiliated with the South West Edmonton Minor Soccer Association (also known as SWEMSA) and the Edmonton Minor Soccer Association (also known as EMSA).

#### **ARTICLE 6: TRSA BOARD OF DIRECTORS**

- 6.1 The TRSA shall be governed by a Board of Directors consisting of Executive Officers and Directors. There shall be a minimum of five and a maximum of 15 Directors on the Board.
- 6.2 Directors shall be elected at the Annual General Meeting (AGM) by the membership of the TRSA.
- 6.3 Executive Officers shall be elected by the Board at the first meeting following the AGM.
- 6.4 The Board shall have full control and management of the operation and business of the TRSA subject to and governed by its Bylaws, Policy and Procedure manual if in existence, and direction given to it by a majority vote at any meeting properly called and constituted.
- 6.5 Eligibility in the Board of Directors is open to all persons:
  - a. Aged 18 years or older
  - b. Interested in furthering the objectives of the TRSA
  - c. In good standing with TRSA, SWEMSA and EMSA.
- 6.6 All Directors (except the chair unless there is a tie) shall have one vote at all meetings of the Board of Directors with the exception of Directors who are not also members in good standing of the TRSA, SWEMSA and EMSA.
- 6.7 The Executive Officers shall consist of the following positions and duties:
  - a. President
    - Is responsible for the general management, overall well being and development of the TRSA
    - Presides at all General and Board meetings as Chairperson of the Board
    - Acts as the spokesperson for the TRSA;

- a. Vice President:
  - Works closely with the President
  - Assists the President in performing his/her duties
  - Acts in the absence of the President;
- b. Treasurer:
  - Keeps full and accurate accounts of all receipts and disbursements of the TRSA
  - Deposits all monies or other valuables in the name and to the credit of the TRSA in the bank account(s) designated by the Board of TRSA, and maintains accurate records of all these transactions
  - Gives regular reports to the Board and the Membership on the financial state of the TRSA
  - Is responsible for the preparation of season budgets and financial statements of the TRSA;
- c. Secretary:
  - Takes minutes of all meetings of TRSA
  - Distributes minutes of meetings to the Board
  - Has custody of the TRSA Minutes and will allow any member of the TRSA to view them upon request to the Secretary upon 5 days written notice

- 6.8 TRSA may operate in spite of vacancies in some of the above positions.
- 6.9 Committees and sub-committees may be established from time to time to accomplish specific tasks.
- 6.10 All positions of the Board are filled for a one year period.
- 6.11 An eligible individual (see 6.5) may become a member of the Board of Directors at any time during the year by a majority vote of the Board of Directors.
- 6.12 If any of the positions defined in 6.7 are vacant, their duties may be carried out by another volunteer individual appointed to the position so long as the maximum number of Board members noted in 6.1 is not exceeded.
- 6.13 The President or a director shall no longer be on the Board of Directors if the person:
- a. Submits their resignation in writing to the TRSA President or another Board member.
  - b. Becomes of unsound mind or mentally incompetent, or is the subject of "Adult Guardianship and Trustee Act" or any Act passed in substitution therefor.
  - c. Is convicted of an indictable offence.
  - d. Becomes an employee of the Association.
  - e. Is no longer in good standing with TRSA or is deemed to not be in good standing with SWEMSA or EMSA
  - f. Dies.
  - g. Misses three or more meetings in a row at the discretion of the Board.
  - h. Attends less than two thirds of the meetings in a single fiscal year at the discretion of the Board.
- 6.14 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.
- 6.15 Every Executive Officer, Director, Board member or servant or agent of TRSA shall be indemnified by TRSA 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.
- 6.16 The TRSA shall carry such sufficient Director and Officer Liability indemnification insurance as is currently available and can be reasonably afforded by the TRSA.
- 6.17 Unless authorized at any meeting and after notice for same shall have been given, no director, officer or member of the association shall receive any remuneration for his/her services. Board members may receive reimbursement for expenses, upon presentation of signed receipts, incurred as a result of performing the TRSA objectives and with authorization of two other signing authorities on the Board.

## **ARTICLE 7: RULES OF ORDER**

- 7.1 The rules contained in the current edition of Robert Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any Special Rules of Order the Association may adopt.

#### **ARTICLE 8: CONTRACT WORKERS OF TRSA**

- 8.1 The TRSA may hire contract workers as needed to deliver the programs of the TRSA. The duties of Registrar may be performed by a contract worker of TRSA.

#### **ARTICLE 9: BOARD, MEMBERSHIP AND SPECIAL MEETINGS**

- 9.1 Board meetings shall be called by the President of the TRSA. The President shall provide an agenda in advance of the meeting. Notice of the meeting shall be by e-mail, 8 days in advance.
- 9.2 The quorum for Board meetings of the TRSA shall be five members, one of which shall be the President or Vice-President.
- 9.3 The number of Board meetings held per year shall be sufficient to operate the program successfully.
- 9.4 The President shall preside as Chairperson over Board meetings. In the absence of the President, the Vice President may preside as Chairperson.
- 9.5 Membership meetings shall be called by the President of the TRSA. The President shall provide an agenda in advance of the meeting. Notice of the meeting shall be provided to all members in good standing by e-mail, 8 days in advance.
- 9.6 The quorum for Membership meetings shall be ten members, one of which shall be the President or Vice-President.
- 9.7 The President shall preside as Chairperson over Membership meetings. In the absence of the President, the Vice President may preside as Chairperson.
- 9.8 No error or omission in giving notice of any meeting to the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting.
- 9.9 Any member, except the Chairperson, who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the TRSA. Such votes must be made in person and not by proxy or otherwise.
- 9.10 Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members present at such meeting. If there is no Majority of votes, then the Chairperson of such meeting shall have a casting vote in order to eliminate such equality.
- 9.11 Every question at a meeting of the Members shall be decided in the first instance by a show of hands, and, upon such show of hands, a declaration by the Chairperson of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 9.12 Other than when a casting of votes is undertaken as per Article 9.6, each member of the Board with the exception of the Chairperson shall have one vote even if that person is holding two positions on the Board. The Chairperson shall have no vote other than in circumstances stated in 9.6.
- 9.13 A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by email to the last known email address of each member, delivered 21 days prior to the meeting. Ten members in good standing shall constitute a quorum for a special meeting.

**ARTICLE 10: TRSA ANNUAL GENERAL MEETING**

- 10.1 The TRSA shall hold an Annual General Meeting each year within 90 days of the fiscal year end.
- 10.2 Notice of the AGM shall be given to members in good standing by e-mail to the last known email address of each member, 21 days in advance.
- 10.3 Ten members in good standing shall constitute a quorum for the AGM.
- 10.4 The business at an Annual General Meeting shall be:
  - a. to receive and consider the reports of the Executive Committee,
  - b. to receive and consider the financial statements of the TRSA for the past fiscal year
  - c. to elect the Directors of the Board,
  - d. to consider any resolution or resolutions as may be properly brought before the meeting,
  - e. to consider bylaw changes as long as the rules for a special resolution have been met,
  - f. to decide upon the level of financial review to be undertaken by the TRSA.
- 10.5 Each member of the TRSA except the President shall have one vote at the AGM.

**ARTICLE 11: TRSA FINANCES, FINANCIAL RECORDS AND AUDITS**

- 11.1 All financial transactions of the TRSA, including the issuing of cheques, shall require the signatures of any two Board members with signing authority.
- 11.2 The TRSA shall maintain financial records in accordance with generally accepted accounting principles. These records will be maintained by the Treasurer.
- 11.3 All invoices and receipts submitted to TRSA for payment or reimbursement shall be signed and dated by the Treasurer of TRSA. In the absence of the Treasurer, the President shall sign and date invoices and receipts.
- 11.4 The financial records of the Association shall be audited at the end of each fiscal year by a duly qualified accountant who shall not be a member of the Association, or by any two (2) members of the Board.
- 11.5 Audited reports shall be presented to the members at the annual general meeting-
- 11.6 The fiscal year end of the TRSA shall be August 31.
- 11.7 The TRSA shall maintain a bank account at a Canadian chartered bank.
- 11.8 For the purpose 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.

**ARTICLE 12: POWERS OF THE BOARD**

- 12.1 The Board shall have power to make and enforce policies relative to the soccer programs operated by TRSA, not expressly provided for in these Bylaws.
- 12.2 The Board shall have power to make and enforce policies that govern the conduct of its members and participants, not expressly provided for in these Bylaws.

**ARTICLE 13: MINUTES, BOOKS OF ACCOUNT, RECORDS, EXECUTION OF DOCUMENTS AND SEAL**

- 13.1 Minutes of meetings of the Board of Directors, and appropriate financial records shall be maintained by TRSA.
- 13.2 13.2 On application of a member, or any person authorized by the President and the Vice President, TRSA shall make its records available for inspection at a time and place convenient to all parties. On

application of a member, or any person authorized by the President and the Vice President, TRSA shall make its records available for inspection at a time and place convenient to all parties.

- 13.3 Unless otherwise decided by a Majority of the Board of Directors Executive Committee present at a meeting of the TRSA duly called and constituted with respect to any specific document all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by the TRSA shall be signed and delivered by any two Directors.
- 13.4 The Board may adopt a corporate seal of the TRSA. The corporate seal of the TRSA shall be kept under the control of the Board and shall be kept at such place as may be determined by the Board. The corporate seal of the TRSA shall be affixed to such documents and instruments under the hand of such persons as may from time to time be authorized by the Board.

#### **ARTICLE 14: REVIEW AND CHANGES TO BYLAWS**

- 14.1 The current version of the TRSA bylaws shall be available to members.
- 14.2 These bylaws may be cancelled, altered or added to by the Board of TRSA by way of special resolution as per the *Societies Act*. The Bylaws may be rescinded, altered or added to by a "Special Resolution".
- 14.3 In the event of any conflict or inconsistency between these Bylaws and the Societies Act, the Societies Act shall govern.
- 14.4 Changes to bylaws must be filed with Corporations Branch for the Province of Alberta.

#### **ARTICLE 15: DISSOLUTION OF THE TRSA**

- 15.1 Upon dissolution or winding up of TRSA, all assets of TRSA shall be turned over to a community group operating within the RTA boundaries which offers a community minor sports program, or some other community program. However, any such dissolution must be consistent with the *Societies Act* or the *Business Corporations Act*, as applicable.