

**CENTRAL ALBERTA
SOCCER ASSOCIATION**

BY-LAWS

**January 24, 2018
Amended & Approved**

CENTRAL ALBERTA SOCCER ASSOCIATION

BY-LAWS – INDEX

Article	Item(s)	Page
1.	Name	3
2.	Definitions and Interpretation	3
3.	Organization	4
4.	Boundaries	4
5.	Affiliation	4
6.	Objectives	4
7.	Membership	5
8.	Membership Fees & Obligations	5
9.	General Meetings	6
10.	Rule of Order	6
11.	Presiding Officer	6
12.	Quorum	7
13.	Voting	7
14.	Delegates to General Meeting	7/8
15.	Board of Directors	8
16.	Tenure & Elections	9
17.	Duties of the Officers	9/10
18.	Duties of the Board of Directors	10
19.	Vacancies	11
20.	Audit	11
21.	Staff	11
22.	Indemnity	11
23.	Corporate Seal	12
24.	Committees	12
25.	Indemnification of Officers	12
26.	Amendments to By-laws	13
27.	Amendments to Rules & Regulations	13
28.	Borrowing Powers	13
29.	Code of Conduct	14
30.	Conflict of Interest	14/15
31.	Expulsion or Suspension of a Member	15
32.	Dissolving the Central Alberta Soccer Association	15

**CENTRAL ALBERTA SOCCER ASSOCIATION
BY-LAWS**

Article 1 NAME

The name of this organization shall be the "Central Alberta Soccer Association", hereinafter referred to as "CASA", which shall be the governing body of soccer for Alberta Soccer Association District #5 in the Province of Alberta.

Article 2 DEFINITIONS AND INTERPRETATION

In these By-laws, unless the context otherwise requires:

- a) "Executive Board" refers to the elected Officers of CASA elected at the annual General Meeting and consisting of:
 - 1) President
 - 2) 1st Vice-President
 - 3) 2nd Vice-President
 - 4) Treasurer
 - 5) Secretary
- b) "Board of Directors" refers to the elected Officers along with the Past-President of CASA and the Presidents or his/her appointed designate of each Active and Associate Members of CASA.
- c) "District" is the geographical area defined by the Alberta Soccer Association.
- d) "Active Member" means a local soccer association within the district who is approved for membership by the Board and agrees to abide by the By-laws and Rules and Regulations set forth by CASA.
- e) "Associate Member" refers to organizations operating on a district basis such as school, college, men's and women's leagues who have been approved for membership by the Board and agree to abide by the By-laws set forth by CASA.
- f) "Life Member" means an individual specially recognized for long term service by majority membership vote at the CASA Annual General Meeting.
- g) "Motion" means a motion passed by a simple majority of votes cast by the members who voted in respect of that motion.
- h) "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes cast by the members who voted in respect of that resolution.
- i) "ASA" refers to the Alberta Soccer Association.
- j) "CSA" refers to the Canadian Soccer Association.
- k) "CASA" refers to the Central Alberta Soccer Association.

Article 3 ORGANIZATION

CASA shall be composed of members as hereinafter set out and it shall be managed by a Board of Directors constituted as stated in these By-Laws.

Article 4 BOUNDARIES

Attachment "A" outlines the geographical boundaries of the CASA as determined by the Alberta Soccer Association.

Article 5 AFFILIATION

CASA shall be affiliated as District #5, with and under the jurisdiction of the Canadian Soccer Association (CSA) and the Alberta Soccer Association (ASA), and shall be subject to the rules and regulations of both the CSA. and ASA, supplemented by additional rules to cover conditions unique to District #5.

Article 6 OBJECTIVES

- a) To encourage and promote both recreational and competitive participation opportunities within the district.
- b) To select representative teams to represent the District to compete in Provincial championships.
- c) To promote development programs endorsed and/or sanctioned by CASA and/or ASA for players, coaches, referees and volunteers.
- d) To act as liaison between member local soccer associations and the Alberta Soccer Association.
- e) To register, in accordance with ASA requirements, all players and coaches in the District.
- f) To promote an attitude of sportsmanship and good conduct by all who participate in Soccer including coaches, players, parents, referees and volunteers.
- g) To provide a wholesome, worthwhile, district-wide Soccer environment that encourages the development of strong moral character, comradeship and respect for one's self and others.
- h) To promote the objectives of CASA by conducting fundraising activities and accepting donations.
- i) To promote the objectives of CASA by accessing all potential sources of revenue while maintaining sound fiscal management policies that safeguard CASA's equity

Article 7 MEMBERSHIP

CASA shall be composed of the following categories of Members:

- a) Active Membership which shall be open to all constituted community Associations or Clubs.
- b) Associate Membership which shall be open to such organizations operating as school, college, and senior men's and women's leagues.
- c) Life Membership.

Article 8 MEMBERSHIP FEES AND OBLIGATIONS

- 1) Annual Membership fees for each category of Membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of CASA. They shall be based on the following criteria:
 - A levy for each registered player/team
 - A levy for each associate member
- 2) Any application from a member to be admitted in membership shall be submitted, in writing, and the membership may be granted on a majority vote of the Board of Directors of CASA, who will also decide the final classification of the application and the date of commencement of the membership. The position of the Board shall be verified at the next following Annual General Meeting. Where the Board decides against admittance, the application shall be reintroduced to the Annual General Meeting.
- 3) Active Membership shall be continuous unless the member:
 - a) withdraws from CASA
 - b) who, by personal or business conduct violates any part of the by-laws or regulations of CASA, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board 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 such a hearing is being initiated by CASA, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.
- 4) Any active member whose connection with CASA may be terminated by resignation, (which is to be communicated, in writing, to the Board through the CASA office) expulsion, or otherwise, shall forfeit all interest in the Association.

Article 9 GENERAL MEETINGS

- 1) The Annual General Meeting of CASA shall normally be held each year prior to December 31st at a date and place determined by the Board. Notice in writing shall be given to all members of the Board, active members, associate members and life members, at least three weeks prior, in writing, confirming the date and location of said meeting.

- 2) The order of Business at the Annual General Meeting will be as follows:
 - Roll Call
 - Minutes of previous Annual General Meeting
 - Business Arising from the Minutes
 - Reports
 - Budgets
 - By-laws, Rules & Regulations
 - Election of Officers
 - New Business
 - Adjournment
- 3) 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 of the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall constitute a quorum.
- 4) Special General Meetings may be called by the Board of Directors by its own motion. A Special General Meeting must be called within thirty (30) days following receipt of a written request signed by no less than 1/3 of the Active and Associate Members.
- 5) All Members shall receive at least three weeks' written notice of the date, time, and location and specific issues of any Special General Meetings.
- 6) Only the business as stated in the notice of the Special General Meeting shall be dealt with at the said meeting, except with the unanimous consent of those present.

Article 10 RULE OF ORDER

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

Article 11 PRESIDING OFFICER

The President shall preside at all meetings of CASA, and in his/her absence, the Vice-President, in order of seniority, shall take the chair. The absence of all three of these officers shall require the selection of a pro tem Presiding Officer.

Article 12 QUORUM

- a) 50% plus one of the total number of Board Members shall constitute a quorum at any meeting of the Board of Directors of CASA.
- b) 50% plus one of the total number of Active and Associate Members shall constitute a quorum at all Annual General Meetings.

Article 13 VOTING

- 1) Those who shall be qualified to vote and to take part at Annual General Meetings of CASA shall be accredited delegates of Active Members and Associate Members.
- 2) The number of accredited delegates allowed to Active Members and Associate Members shall be as specified within these by-laws.
- 3) Each active member shall be entitled to have all its votes cast whether it be presented by one or all of its delegates but not by any other member (ie: no proxy votes can be cast by one member on behalf of another member).
- 4) At all meetings of CASA, voting shall be by a show of hands unless a vote by ballot is requested and approved by a majority of the Members. Decisions shall be reached by a simple majority unless otherwise required by the by-laws of CASA or Corporation Law.
- 5) If a vote by ballot is required, the chair shall appoint Scrutineers who shall total the votes and report them to the President Officer who shall announce the results to the assembly for the record.
- 6) The President shall have a casting vote only.

Elected Executive Board Members shall have a voice but no vote at any Annual General Meetings.
- 7) Elected Executive Board Members may not sit as voting delegates at any Annual General Meetings.

Article 14 DELEGATES TO GENERAL MEETING

a) Active Membership

An active Member of CASA shall be entitled to the following representation at all Annual General Meetings of the Association:

Each voting member shall be allotted a calculated number of votes based on the previous year's registration total for their respective Association.

The number of votes granted to a voting member shall be calculated on a percentage of the total District registration for which that said Member represents. The number of votes granted shall never, under any circumstances, be greater than 45% of the total present eligible votes.

b) Associate Membership

Each Affiliate Member shall be entitled to one (1) delegate or vote.

c) Life Membership

Each Life Member may introduce and debate any matter deemed relevant to the Business of CASA but may not vote.

Article 15 BOARD OF DIRECTORS

- a) The Business of CASA shall be conducted by a Board of Directors, which shall constitute the elected Officers along with the Past-President of the Board and the Presidents or his/her appointed designate of each Active and Associate Members of CASA.
- b) Whereas the President of an Active Member has been elected as an elected officer of CASA, then the Vice-President of the Active Member shall become that member's representative on the Board of Directors.
- c) Duties of the Members of the Board of Directors shall be as determined at the first Board meeting.
- d) The elected Officers shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer who shall be members of the Board.
- e) The election of Officers shall be by secret ballot at the Association's Annual General Meeting.
- f) The Past-President shall sit as a full member of the Board with a two year term, subject to annual extension by the Board.
- g) The Board, subject to the By-laws and/or directions given to it by a majority vote at any annual, general or Board meeting properly called and constituted, have full control and management of the affairs of CASA.
- h) Meetings of the Board shall be at the call of the President or by a circulated written notice signed by a majority of the members of the Board.
- i) 50% plus one of the total number of Board Members shall constitute a quorum at any meeting of the Board of Directors of CASA.
- j) A Director or Officer upon a majority vote at any meeting of CASA may be removed from office for any cause which CASA may deem reasonable.
- k) No Elected Officer shall continue in the same position for more than two consecutive terms without the express written consent of the membership

Article 16 TENURE AND ELECTIONS

- 1) The following shall be elected for a two (2) year term at the Annual General Meeting held in even-numbered years:
 - President
 - Second Vice-President
 - Treasurer
- 2) The following shall be elected for a two (2) year term at the Annual General Meeting held in odd-numbered years:
 - First Vice-President
 - Secretary

- 3) To be elected to the Board of Directors, a candidate must have a majority of the valid votes cast.
- 4) If a person received a majority of the valid votes cast, he/she is elected.

Article 17 DUTIES OF THE OFFICERS

- 1. PRESIDENT** – The President shall, when present, preside at all meetings of CASA and of the Board. He/she shall be ex-officio of all Committees.

In his/her absence, the Vice-President, in order of seniority, shall take the chair. The absence of all three of these officers shall require the selection of a pro tem Presiding Officer.

- 2. FIRST VICE-PRESIDENT** shall be the senior officer of CASA 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.
- 3. SECOND VICE-PRESIDENT** shall preside at all meetings in the absence of both the President and First Vice-President. He/she shall have other duties as prescribed.

- 4. SECRETARY:**

- a) It shall be the duty of the Secretary to attend all general, and annual meetings of CASA and all Board meetings and to keep accurate minutes of same. Members may inspect such minutes at any time during normal business hours, following acceptance.
- b) He/she shall have charge of the seal of CASA which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by either one of the Vice-Presidents.
- c) He/she shall also keep a current record of all members of CASA including their addresses, send all notices of various meetings as required and shall collect and receive the annual dues or assessments levied by CASA with such monies to be promptly turned over to the Treasurer for deposit as hereinafter required.
- d) He/she shall have charge of all the correspondence of CASA and be under the direction of the President and the Board.
- e) In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

- 5. TREASURER:**

- a) Shall be responsible for the maintenance and custody of the books of account of CASA. Such books may be inspected by any Active or Affiliate Members at any time during normal business hours, following acceptance of the books by the Board of Directors and upon giving reasonable notice.

- b) He/she shall present a full detailed account of disbursements and receipts to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of CASA and submit a copy of same to the Secretary for the records of CASA.

Article 18 DUTIES OF THE BOARD OF DIRECTORS

- 1) The Board shall be responsible to the Members of CASA.
- 2) The Board shall implement and control the policies, finances and general affairs of CASA in discharging its responsibilities to the members.
- 3) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for.
- 4) It shall not be responsible for any expenditures made or any obligations assumed in the name of CASA by any members unless consent thereto has previously been given by the Board.
- 5) The Board may make rules governing the practice and procedures in relations to appeals and hearings of any nature.
- 6) No Director or Officer shall receive any compensation for performing his/her duties as a Director or Officer of CASA, other than reimbursement for out-of-pocket expenses incurred in the performance of his/her duties.

Article 19 VACANCIES

1. The office of a member of the Board of Directors of CASA may be vacated:
 - a) upon resignation, in writing
 - b) if he/she be removed by resolution of CASA for good and sufficient cause as described in Article 29.
2. Should a vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

Article 20 AUDIT

1. The fiscal year of CASA shall be from the first day of **September** to the **31st day of August** following, both inclusive.
2. Auditors shall be appointed **bi-annually** at the Annual General Meeting to Audit the accounts of CASA.
3. The books, accounts and records of CASA shall be audited **bi-annually** prior to the Annual General Meeting of CASA by a duly qualified accountant. The Auditor shall not be a member of the Board of Directors. A complete and proper statement of the standing of the books for the previous **period** shall be submitted in person or in writing by such auditor at the Annual General Meeting of CASA.
4. The books and records of CASA may be inspected by any Active or Associate Member of CASA at the Annual General Meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board at all times have access to such books and records.

Article 21 STAFF

1. The Board of Directors shall have the power to determine the number of staff it requires to maintain its programs.
2. Duties and salaries of the staff will be determined by the Executive Committee of the Board.

Article 22 INDEMNITY

Every member of the Board or other volunteer of CASA shall be indemnified by CASA against all costs, losses, and expenses incurred by them respectively in or about the discharge of their respective duties, except as happens from their own respective willful neglects or defaults.

Article 23 CORPORATE SEAL

CASA shall have a corporate seal and the Board shall provide for the safe custody of the Seal. All documents bearing the seal shall be signed by two properly designated signing officers.

Article 24 COMMITTEES

1. The Board may constitute committees as it deems necessary to ensure efficient administration of the affairs of CASA. These committees may include:
 - Discipline & Appeals
 - By-laws & Rules and Regulations
 - Referee matters
 - Coach/Player Development matters
 - Nominations
 - Competition matters

2. Chairman of each and any Committee shall be appointed by the Board.
3. Committees shall have such responsibilities as are determined by the Board of Directors.

Article 25 INDEMNIFICATION OF DIRECTORS

1. Every Director of CASA shall be deemed to have assumed office on the understanding that every Director of CASA and his/her heirs, executors and administrators and estate respectively shall at all times be indemnified and saved harmless out of the funds of CASA from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director in or about the execution of the duties of his/her or their office. This indemnification does not apply if costs, charges or expenses are occasioned by the Directors' own willful neglect or default.
2. The Directors shall have and exercise all of the powers of CASA as fully and completely as CASA could in general meeting, subject always to the provisions of the Societies Act in Alberta.

Article 26 AMENDMENTS TO BY-LAWS

1. All proposed amendments to the By-Laws shall be forwarded, in writing, to the Board of Directors of CASA no later than Thirty (30) days prior to the Annual General Meeting or Special General Meeting called for that purpose.
2. Copies of proposed amendments to the By-laws shall be sent to all Active, and Associate Members who shall distribute same to the general members in their respective jurisdiction. This shall be done not less than fourteen (14) days prior to the General Meeting at which they will be considered.
3. Amendments to the By-laws will require two-thirds (2/3) majority vote of those present at the Annual General Meeting or Special General Meeting unless directed otherwise by ASA.
4. Only Delegates or Board of Directors of CASA shall be permitted to propose amendments to these By-laws.

Article 27 AMENDMENTS TO RULES & REGULATIONS

1. Amendments to the Rules & Regulations of CASA shall be made by the Board of Directors at the Annual General Meeting and/or Special General Meeting called for that purpose. All proposed amendments to the Rules and Regulations of CASA shall be sent to the Secretary at least twenty-one (21) days before the date set for the meeting for distribution to the Active and Affiliate Members, at least fourteen (14) days prior to the meeting.
2. 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 and Regulations.

Article 28 BORROWING POWERS

For the purpose of carrying out its objectives, CASA may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular * debentures, but this power shall be exercised only under the authority of CASA and in no case, shall debentures be issued without the sanction of a special general meeting of CASA.

Article 29 CODE OF CONDUCT

1. Members have an obligation not only to abide by the By-laws and Rules and Regulations of CASA but also to act in a manner that evidences their commitment to the principles and intent of the By-laws and Rules and Regulations.
2. All members will 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.
3. 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.
4. 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 CASA, or that betrays a trust or confidence.
5. Members shall at all times exhibit deportment that maintains CASA's reputation and shall at no time harm or hinder CASA or its ability to represent the sport.
6. 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, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered an inappropriate behavior, be it ethnic, religious or sexual in nature.
7. The interaction or involvement of members under the jurisdiction of CASA shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or explicit.
8. Articles 8(3) b; 18 (3, 5 and 6); and 30 of the By-laws and Rules and Regulations will apply in the application of this Code of Conduct, as follows:
5(4) b Active Membership shall be continuous unless the member, who, by personal or business conduct violates any part of the By-laws or Rules and Regulations of CASA. Or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third (2/3) majority vote of the Board 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 such a hearing is being initiated by CASA, notice of such hearing

shall be given to all concerned, in writing, not less than 7 days before such hearing.

- 18 (3) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for. In keeping with their duty to enforce all the laws all the time and without waiting for an official protest or appeal, the Board shall immediately inquire into the circumstances of any alleged irregularity which may be brought to their attention by a duly responsible officer of any Member and take appropriate action without delay. This in no way shall enable the complainant to gain anything personally therefrom.
- 18(5) The Board shall have power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and empowered to use if necessary, its authority in the preservation and enforcement of good order in accordance with the Constitution of the ASA.
- 18(6)
 - a) The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature.
 - b) The Board or its delegates may, at a hearing or appeal, receive and base its decision upon evidence adduced at the hearing or appeal and considered by it to be credible or trustworthy in the circumstances of each case.

Article 30 CONFLICT OF INTEREST

- a) On election to the position of a Director of CASA or a Director of a Member of CASA, the newly elected Director 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 Director of CASA or a Director of a Member of CASA shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to CASA.
- c) A Director of CASA or a Director of a Member of CASA shall not benefit directly or indirectly from any transaction with CASA, unless it is to the clear advantage of CASA as determined by the Board of CASA.
- d) A Director of CASA or a Director of a Member of CASA 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 CASA or a volunteer Director of a Member of CASA 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 CASA.

- 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 of CASA.
 - g) Any Director who, by personal or business conduct violates any part of Article 30 may be suspended from the Board of Directors by two-third (2/3) majority vote of the entire Board of CASA after an investigation has been made at which the Director 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 meeting. Such suspension will remain in effect until ratified by the membership of CASA at its next General Meeting.
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Article 31 EXPULSION OR SUSPENSION OF A MEMBER

- A. The accredited voting delegates at an Annual General Meeting or Special Meeting may expel a membership by a majority vote if:
 - I) The Member fails to fulfill its financial obligations towards CASA:
or
 - II) The member seriously or repeatedly violates the Governance Documents or directives of the ASA

ARTICLE 32 DISSOLVING THE CENTRAL ALBERTA SOCCER ASSOCIATION

- A. If CASA is dissolved, then any assets or non-gaming funds remaining after paying all debts and liabilities will be distributed to the Regular members who are in good standing at the time of the dissolution. In proportions equal to the eligible voting portion held by each Regular Member at the last Annual General Meeting or Special Meeting of CASA.
 - I) Any gaming funds shall be distributed to an eligible charitable or religious group or groups, approved by the Alberta Gaming and Liquor Commission, at the sole discretion of the Board of Directors.