



en1sa

edmonton north zone soccer association

Bylaws

EDMONTON NORTH ZONE SOCCER ASSOCIATION BYLAWS

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EDMONTON NORTH ZONE SOCCER ASSOCIATION BYLAWS

Article 1. Name

The name of the not-for-profit Registered Society shall be “**Edmonton North Zone Soccer Association**” hereinafter referred to as “ENZSA”. ENZSA shall operate from time to time and identify themselves under the trade name of “**EMSA North**” while retaining the legal name of Edmonton North Zone Soccer Association for purposes of the not-for-profit Registered Society.

Article 2. Interpretations

Interpretation of these Bylaws as well as questions in dispute shall be referred to a committee of three (3) board members set up to interpret the Bylaws; the interpretation of this committee is binding. The singular shall include the plural, masculine the feminine and vice-versa. All questions in relation to either the Association or EMSA’s “Rules and Regulations” shall be referred to the Board for review and decision.

Article 3. Affiliations

ENZSA shall be affiliated with the Edmonton Minor Soccer Association (E.M.S.A.) Alberta Soccer Association (A.S.A.) Canadian Soccer Association (C.S.A.) and such other bodies that the members decide are in the best interest of the Association.

Article 4. Definitions

“**AGM**” means the Annual General Meeting of the ENZSA.

“**Association**” means the North Zone of the Edmonton Minor Soccer Association as incorporated under the provisions of the Societies Act, and includes all member organizations in good standing.

“**Audit**” or “**Audited**” 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 ENZSA.

“**Bylaws**” mean the Bylaws of this Association as amended from time to time by the members in good standing.

“**Community League**” means any one of the community leagues in northeast/northwest Edmonton, which are affiliated or associated with the ENZSA.

“**Community Soccer Director**” means a member of the Board appointed by a Community League, which is associated or affiliated with the ENZSA, to represent the soccer interests of that league within the ENZSA soccer program.

“**Community Program**” is the soccer program operated by the ENZSA in the Edmonton North Zone of EMSA.

“**Director**” or “**Directors**” means a member of the Board whether elected or appointed to the position.

“**Director(s) at Large**” means an elected or appointed member of the Board whose primary role is to assist the Board or its Directors as required.

“**EMSA**” means Edmonton Minor Soccer Association.

“**Edmonton**” means the City of Edmonton, in the Province of Alberta, Canada.

“**Executive Officer**” includes the ENZSA President, Vice President, Treasurer, Community Programs Director and the Executive Director.

“**ENZSA**” means Edmonton North Zone Soccer Association that is the north zone of the Edmonton Minor Soccer Association as incorporated under the provisions of the Societies Act and includes all its members.

“**Executive Committee**”

Mean the people that are voted in or appointed to the Executive positions on the Board

“**Member**” and/or “**Member Organization**” means any community league in the north part if the City of Edmonton, or any group or person who has been accepted as an associate member.

“May” means permissive.

“Must,” means imperative.

“Officer” means any person elected or appointed to the Board of the Association.

“Resolution” means a formal expression made after voting.

“Regulation” means the standard or requirement in place designated for controlling and/or governing the game of soccer.

“Rule” means the procedures in place governing the administration of the Association’s affairs and conduct of its members.

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

“Team Official” means any coach, assistant coach, manager, assistant manager, trainer, secretary and/or parent.

“Xtreme FC” means the zone-wide soccer program operated by ENZSA, which may include teams as per the EMSA Rules & Regulations.

“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.

Article 5. Logo

The ENZSA has complete and exclusive legal rights to both the ENZSA logo and the “North Zone Xtreme 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 ENZSA Board.

Article 6. Membership

1. Membership in the Association may be open to the following categories of members:
 - a) Community membership: Any community league associated with the Edmonton Federation of Community Leagues (E.F.C.L.) and located within the boundaries of the North Zone as established by EMSA,
 - b) Club Membership: Any ENZSA club program who submits competitive teams to the EMSA operating within the boundaries of the North Zone
 - c) Associate membership: Any community league or soccer club operating outside the City of Edmonton that wishes to participate within the EMSA program and has been accepted by EMSA; and
 - d) Honorary membership: Honorary memberships shall be such organizations or persons as may be, from time to time, appointed by resolution of the Board of Directors, in recognition of service to the Association. Honorary members shall not be required to pay any membership fee nor be entitled to vote at any meeting of the Association but shall be entitled to receive a notice of all general meetings and have a voice.
2. Any Community League, person, or organization seeking membership shall apply in writing to ENZSA. Each application shall include the names and addresses of the representatives empowered to bind the prospective member with respects to any decision that must be made by ENZSA at any meeting. All applications are subject to approval of the Board of Directors.
3. Member organizations may, at any time, change representatives upon giving written notice to ENZSA by submitting the names and addresses of any new representatives.

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4. Member organizations, their team officials and registered players are subject to the Bylaws of the Association and the Bylaws and Rules and Regulations of EMSA.
5. Only member organizations in good standings may vote at a meeting of ENZSA.
6. ENZSA shall not be held responsible for the liability of any member organization.
7. All member organizations should ensure that their corporate Bylaws are not in conflict with the Bylaws of ENZSA. In the event of conflict ENZSA Bylaws shall prevail.
8. ENZSA Bylaws are not to be in conflict with the Bylaws of EMSA. In event of conflict EMSA, ASA & CSA. In the event of conflict EMSA Bylaws shall prevail.
9. Subject to EMSA Bylaw Article 15 (8), membership in ENZSA is not transferable.
10. A member organization may withdraw from membership in ENZSA upon written notice to the Executive Director of ENZSA and such withdrawal shall be effective upon receipt, or as specified in the written notice.
11. Any member in arrears for fees or other moneys owing to the Association shall:
 - a) After sixty (60) days of date of invoicing the member shall be deemed a "member not in good standing",
 - b) After ninety (90) days of the date of invoicing, the member will be automatically suspended and shall not be entitled to membership privileges or powers in ENZSA until the outstanding amount(s) has been settled to the satisfaction of the Association. This also means that neither they nor the organization they represent can register teams until the matter is settled to the Association's satisfaction.
12. Every member organization is responsible to the Association for the action of its team officials, registered players or spectators, and is required to take all precautions necessary for the maintenance of safety and control of discipline among its own members.
13. ENZSA has the responsibility to resolve any irregularities in the operation of member organizations insofar as they apply to the sport of soccer.
14. Any member who knowingly acts or behaves in a manner detrimental to the objectives of the Association may be:
 - a) Levied a financial penalty,
 - b) Suspended for a period of time as determined by the Association's Board of Directors,
 - c) Expelled by two-thirds (2/3) majority vote in attendance by members present and in good standing at a Special General Meeting or General Meeting called; and
 - d) Any member affiliated with another minor soccer organization outside ENZSA membership will be deemed detrimental to the well being of ENZSA. The offending representative will be suspended until a hearing of the board of directors can be called to vote for the removal of the representative for a period of time to be determined at the meeting. A letter will be sent to the community or club notifying them of the suspension of its representative and to further inform the organization that they will have no voting power or voice at any meetings until this matter is resolved to the satisfaction of the Association.

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15. The association reserves the right to deny any volunteer the opportunity to act as a volunteer. A denial to be allowed to provide volunteer service to the Association is a discretionary decision of the Association, not a matter of discipline, and is not subject to any rights of Appeal.
16. The association reserves the right to deny any volunteer the opportunity to act as a volunteer should they fail to complete the Association's security check protocol. Should the volunteer have a Category one (1) offence as outlined by the Vulnerable sector search the volunteer will be strictly prohibited from volunteering in any capacity with the organization. Should the volunteer have a category (2) offence, the volunteer may be required to have a meeting with the Discipline Committee to discuss such offence. The Discipline Committee will then make the determination as to whether or not the volunteer can continue in that role. The member shall have the right to appeal the decision of the Discipline Committee as outlined in Article 21.
17. Any community league with membership with ENZSA wanting to run a soccer program must commit to an all year program. If running a soccer program the member must commit to both an indoor and an outdoor program.

Article 7. Club Teams

ENZSA is both obligated and committed to submit competitive teams as per the EMSA Rules & Regulations, to play under the North Zone. The Club shall be limited to declaring teams in the EMSA Tier One (1), Tier Two (2) and Tier Three (3) programs and must do so through the ENZSA Zone Registrar, pursuant to the responsibility of ENZSA for all Tiers in the soccer program within the North Zone.

Article 8. Board of Directors

1. The affairs of the Association shall be managed by the Executive Board of Directors which shall consist of the President and elected or appointed officers as follows:
 - a) Executive Directors elected; President / Chairman, Vice President / Vice Chairman, Treasurer, Community Program Director and Past President,
 - b) The remaining elected or appointed positions are the Executive Committee, consisting of other Officers: Director(s) at large, Bingo/Casino Director, Referee & Training Director, Volunteer Director and Discipline Director; other than the Xtreme FC Director which is a board appointed position;
 - c) Community Soccer Directors and/or Coordinators are elected or appointed by their communities to represent them at the Association,
 - d) All persons except Community Soccer Directors/Coordinators shall be elected at the Association's Annual General Meeting that will be held each year by latest December 15th,
 - e) Appointed officers shall be those persons appointed for specific duties with voting privileges. Such appointments shall be held until such time as the Executive Board deems the task complete or the appointed officer tenders notice of resignation to the Executive Board,
 - f) Should a vacancy occur in an elected position during a term of office, the Executive Board may appoint a person to fill the vacancy or allocate the duties, or at the next

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General Meeting the Directors and Executive members can nominate a person to continue in the role until the current term has been completed; and

2. Any such person elected or appointed to the Board shall take office immediately following the election or the appointment.

*All nominations for Executive Officers and Executive Committee positions shall be forwarded to the Executive Director of ENZSA Fourteen (14) days after the notice of the Annual General Meeting has been provided. A copy of the nominations shall be sent to Executive Officers, Executive Committee members and Community Directors a minimum of Seven (7) days prior to the Annual General Meeting.

3. Any person elected or appointed to the Board shall be empowered to fully participate in any action to be taken, or decision to be made, by the Board on behalf of the Association in its designated capacity.
4. Elected and appointed officers or director's shall not:
 - a) Hold more than two positions on the Board unless positions are not filled,
 - b) Affiliate with or sit on The Board of any other minor soccer organization outside the EMSA membership without Zone Executive approval,
 - c) Receive remuneration from the Association by way of wage or honorarium, (except under certain circumstances that must be approved by the Board of Directors) and shall be entitled to be paid any pre-approved out of pocket expenses incurred in the case of discharging any duty for the Association.
5. Meetings of the general Board will be held a minimum of four (4) times per year and at least one per quarter unless Fifteen (15) days' notice has been provided for a Special Meeting. A Special Meeting can be called by:
 - a) President, or Vice President,
 - b) By a circulated written notice signed by two thirds (2/3) of the Executive elected officers; and
 - c) By a circulated written notice signed by two thirds (2/3) of Community Directors. All Community Directors must be notified of the meeting.
6. The Executive Board shall meet minimum for six (6) to eight (8) times a year, at a place and time determined by the President or Vice President with seven (7) days written notice or by phone call. Any three (3) members of the Executive Board can call a meeting if deemed necessary provided proper notice has been given to all members of the Executive Board.
7. The office of a member of the Board shall be vacated if he:
 - a) Resigns his office in writing with notice going to the office of the Association or left with any Board member,
 - b) Is absent from three (3) consecutive meetings of the Board without prior notification to the Board, and it is resolved at the subsequent meeting of the Board of Directors that the office be vacated due to the absenteeism,

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- c) Becomes of unsound mind, is deemed mentally incompetent, is the subject of a Certificate of Incapacity issued under the Dependent Adults Act, or any Act passed in substitution for,
 - d) Acts in away detrimental to the Association and its policies,
 - e) Is charged or convicted of an indictable offence while in office,
 - f) Becomes an employee of the Association; and
 - g) Dies.
8. Any elected or Board appointed officer who, through his actions or behavior, is deemed in violation of the Association's Bylaws or who acts in a manner detrimental to the purpose of the Association, shall be removed from office by a discipline hearing. Made up by the Executive Board members with a resolution passed by two-thirds (2/3) of the members in attendance at a Special Meeting.
9. The following officers shall be elected for a two (2) year term; President, Vice President, Treasurer, and Community Program Director
10. The Past President shall serve a two (2) year term starting immediately following his term as President.
11. Members of the Executive Committee shall be elected or appointed for a one (2) year term, except for the Director(s) at Large. The Executive Board will appoint their duties to them. The Executive Committee will require eight (8) people to be voted in for the following positions; one (1) Bingo/Casino Director, one (1) Volunteer Director, one (1) Discipline Director, one (1) Referee and Training Director and four (4) Director(s) at Large.

Article 9. Duties of the Executive Board

The Executive Board of Directors of the Association shall perform the following duties including any other duties designated by the Board:

Past President

The Past President is the immediate outgoing President of the ENZSA. The Past President duties shall include:

- i. Assist the President in assuming his/hers duties and responsibilities;
- ii. Provide guidance to the Board or the Executive Committee;
- iii. Undertake a specific project as assigned by the Board.

President

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

- i. Act as official spokesman for the Association,

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- ii. Represent the Association at all meetings of EMSA and other organizations, as required, and shall liaise between the Association and other organizations and/or groups,
- iii. Shall chair the Annual General Meeting, Special Meeting, Meetings of the General Board and Executive Board, and shall be ex-officio of all committees of the Association,
- iv. Oversee the activities of the Association and any employees including day-to-day operations of the Zone office and employees and shall act as the liaison between the office staff and the general board members,
- v. Take an active role in providing leadership and direction to the Xtreme FC Program Director and the Community Program Director in developing viable soccer programs for all players as per the Zone standards and approved budgets,
- vi. Take an active role in fundraising and corporate sponsorship for the Zone,
- vii. Encourage and assist the development of and adherence to the goals and the policies of the Association; and
- viii. Report to the Board all matters pertaining to the operation of the Association and shall serve a two (2) year term.

Vice President

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

- i. Perform the duties of the President in the event of his/her absence or resignation;
- ii. Required and attend any meeting of which the President is unable to and represent the Association as required;
- iii. Should the President's office become vacant, the Vice President shall assume that office until the next time the election of the Presidents position comes due at the Annual General Meeting;
- iv. Take an active role with the Discipline Director or committee;
- v. Be responsible for administering the zone bylaws and presenting any proposed bylaw changes to the Community Directors and Executive for approval at the Annual General Meeting; and
- vi. The Vice shall report to the Zone President, Executive Directors and shall serve a two (2) year term.

Executive Director

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

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- i. Attend monthly Board and other meetings of ENZSA, and take minutes as necessary.
- ii. Receive, review, handle, and manage all ENZSA correspondence, documentation or records.
- iii. Keep or cause to be kept records of all members of ENZSA and their addresses, provide notices as required, and collect and receive ENZSA monies for deposit as appropriate.
- iv. Prepare and present the office and administration budget, for approval.
- v. Make and maintain linkages with EMSA, other zone administrators, and other related agencies or associations

Treasurer

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

- i. Receive all funds on behalf of the Association, and shall be bound by the provisions of Article 24 (Banking, Borrowing, Investing & Spending) and Article 23 (Fees, Fines, Penalties & Interest);
- ii. Shall make sure that no monies, other than what has been approved by motion, is released
- iii. Shall be responsible for preparing the Annual Operating Budget and required financial reports for presentation to the Executive at all Executive Meetings and the Board of Directors at all Board Meetings;
- iv. Act as a signing authority for the ENZSA;
- v. Overlook the keeping of the financial records and call for the audit of the records each fiscal year;
- vi. Monitor the receipting and depositing of all monies, including during registration and tournaments; and
- vii. Shall report to the Zone President, Executive and Directors and shall serve a two (2) year term.

Xtreme FC Program Director

The Xtreme FC Program Director is responsible for the enhance the effectiveness, and playing capacity of the Xtreme FC program, through its coaches, players and volunteers of ENZSA. The Xtreme FC Program Director other duties shall include:

- i. Working closely with the Vice President and the Community Program Director'
- ii. Shall implement and manage an Executive Board approved Tier 1, 2 & 3 soccer programs for both boys and girls within the Zone;

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- iii. Will represent ENZSA at all EMSA Premier/Club meetings;
- iv. Shall select and set in place qualified coaches for the Xtreme FC program, provide guidance for all coaches and teams;
- v. Ensure the development of soccer players within the club, set up times for training camps and clinics, and set up and assist in the administration of the Xtreme FC Club seasonal tryouts;
- vi. Recommend for nomination either a minimum B Licensed or equivalent soccer experience Technical Trainer to assist with attracting, selecting, and training coaches and players in the Xtreme FC program;
- vii. Shall maintain Xtreme FC uniform and apparel standards, procure uniforms, equipment and supplies as per the club standards as approved by the Executive Board, and the approved budget;
- viii. Will be appointed by the Executive Board; this position will be reviewed on a yearly basis, inclusive of one outdoor and one indoor season.
- ix. Shall attend the AGM, any SM or Board or Directors meetings of ENZSA where he/she will have an opportunity to vote on issues pertaining to the operations for soccer within the ENZSA program. The Xtreme Program Director will hold a non-voting role on the executive committee.

Community Program Director

The Community Program Director other duties shall include:

- i. Working closely with the President and the Xtreme FC Program Director;
- ii. Shall act as the liaison between the Communities, Xtreme FC and the Zone to implement and manage the delivery of Board approved Community Soccer programs for both boys and girls in the North Zone;
- iii. Shall organize soccer camps and clinics for community soccer players, coordinate the delivery of community coaches development programs;
- iv. Assist the communities in recruiting and allocating coaches and establish a strong working relationship with community groups as needed; and
- v. Shall report to the Zone President, Executive and Directors and shall serve a two (2) year term.

Referee and Training Director

The Referee and Training Director duties shall include:

- i. Shall ensure that the rules as set out by the Association, EMSA and any other soccer-governing body are adhered to;
- ii. Shall work with the office to create and implement, but not limited to, the following:
 - a. Coaching clinics with ASA;

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- b. Referee Training or Courses.
- iii. Obtain any required approvals (sanctioning) or authorizations required from the board, EMSA or ASA;
- iv. Provide technical assistance with Tournament sanctioning, ASA rules of play, ensure tournament rules reflect current ASA and EMSA rules;
- v. Any clinics/camps/courses must have approval from the Executive Board;
- vi. Act as a direct report for referee assignor(s) managing referee assignor contract, acting as liaison between referee assignor and EMSA North.
- vii. Will set up courses for advancement and training of referees in the north zone
- viii. The Referee and Training Director shall report to the Zone President and Executive Director. This Executive Committee position shall serve a two (2) year term.

Community Soccer Directors/Coordinators

The ENZSA Board shall include a representative for each Community League in the North Zone to address the ENZSA Soccer Program interests on behalf of their respective community league.

- i. Are elected or appointed by their communities to represent them at the Association;
- ii. Shall encourage, organize, develop and promote soccer in their communities;
- iii. Shall assist and adhere to the Associations objectives and Bylaws;
- iv. Shall register players and declare teams for indoor and outdoor soccer through their community, and deliver completed to the Zone office with the correct payment for each participating team;
- v. Shall attend Zone Directors meetings where they shall participate in the operations of youth soccer in the north zone and shall vote on issues pertaining to the operations of ENZSA; and
- vi. Shall attend the EMSA Annual General Meeting where he/she will have an opportunity to vote on issues pertaining to the operations of soccer within the EMSA in the City of Edmonton.

Discipline Director

- i. Shall ensure that the rules as set out by the Association, EMSA and any other soccer-governing body are adhered to;
- ii. Working with the Vice President; to set up and chair a discipline committee that has the power to impose suspensions and or fines in accordance to the rules as set forth by the Association, EMSA, ASA, and the Federation International Football Association (FIFA);
- iii. To have no bias or prejudice when handing out suspensions or fines. If there is any conflict with the person or group that is up on charge(s) the hearing will be chaired by the Vice President or Community Programs Director;
- iv. Within three (3) days report findings and outcomes of a hearing to the Executive Board and to ASA and or EMSA when required;
- v. Keep records of all decisions made by the discipline committee, as well as, submit reports to the office (to be kept on file and forwarded to those involved with the decision); and

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- vi. The Discipline Director shall report to the Zone Vice-President and Community Director. This Executive Committee position shall serve a two (2) year term

Bingo/Casino Director

- i. Shall be responsible for applying for licenses and procuring bingos and casinos for the Association;
- ii. Will oversee all fundraising events that the Xtreme FC Program participates in;
- iii. Will ensure that all Gaming Commission rules, regulations, and guidelines are followed;
- iv. Working with the Volunteer Commitments/Special Events Coordinator, he/she will coordinate volunteers and confirm their commitment to work at various fundraisers for the Association;
- v. Shall report any problems to the Executive and when necessary Board of Directors; and
- vi. Shall be elected as Executive Committee Member.
- vii. This Executive Committee Position shall serve a one (2) year term

Volunteer Director

- i. Shall ensure that the rules as set out by the Association, EMSA and any other soccer-governing body are adhered to;
- ii. Working with the Volunteer Co-coordinator to set up all of the volunteer commitments each season;
- iii. To create a fair and easy method of distributing the volunteer commitments to the communities and Xtreme;
- iv. Deal with all communities that do not provide ENZSA with their volunteer commitments;
- v. The Volunteer Director shall report to the Zone Vice-President and Community Director. This Executive Committee position shall serve a two (2) year term.

Director(s) At Large

- i. Shall be responsible for filling in any of the Executive Board members duties until that person can return or until the Executive Board can find a candidate to fulfill the duties;
- ii. To sit on any of the Associations or EMSA assigned committee(s) at the request of the Executive Board;
- iii. There shall be no more than four (4) persons elected; and
- iv. This Executive Committee position shall serve a one (1) year term.

Office Responsibilities

Reporting to the Zone President and Executive, the primary role of the Zone office shall be:

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- i To register community and Xtreme FC teams,
- ii Prepare outdoor schedules, assign fields and gyms,
- iii Provide basic accounting services,
- iv Assist with tournaments,
- v Maintain all critical aspects as required for the zone soccer programs, throughout the year, for both community and Xtreme FC teams indoor and outdoor in accordance with the policies and directions as set by the Board of Directors,
- vi Shall record attendance and keep accurate minutes of all meetings of the Association,
- vii Shall be the custodian of all correspondence, minutes and records other than those, which are the responsibility of the Treasurer,
- viii Shall give notice of all meetings to the Executive and Directors,
- ix Shall file with Alberta Corporate Registries in Edmonton, Alberta, any rescission, alteration of, or addition to any Bylaws of the Association as required by the Societies Act of Alberta,
- x Shall file field and gym booking with the appropriate booking facilities and agents of by the appropriate deadlines and shall distribute copies of field and facility bookings to community coordinators,
- xi Shall maintain records pertaining to all field, gym and facility bookings for the north zone,
- xii Shall maintain contact with zone community directors / coordinators to ensure the zones' data is accurate and up-to-date,
- xiii Shall be responsible for setting up and overseeing the operations of all sanctioned soccer tournaments operated by ENZSA, to organize and oversee the activities surrounding the tournaments such as: advertising, booking fields, scheduling referees, arranging food services, and volunteers, and providing team schedules, results and award medals,
- xiv Will ensure that all rules, regulations, and guidelines are followed as per EMSA and ASA requirements; and
- xv Shall advise the Board of any problems or discrepancies help implement programs approved by the Board, participate in ENZSA Planning and General Meetings and other duties and tasks as deemed necessary by the Executive.

Article 10.

Powers of the Executive Board

The Executive Board shall have power to:

1. Make administrative and fiscal policies relative to the affairs of the Association, not expressly provided for in these Bylaws.
2. To hire staff as required to carry out specified duties, and to set rates of pay for such staff.

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3. Deal with all appeals with regard to discipline arising out of games played under its jurisdiction, or with conduct of its member organizations and/or their Soccer Directors or Coordinators.
4. act as a resource to the community members by providing guidance and training in the administration and implementation of soccer programs in the North Zone of Edmonton as required by EMSA
5. Address irregularities in the operation of the Association.
6. Address irregularities in the operation of a member organization pertaining to soccer.

Article 11. Notice of Meetings

ENZSA 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., SM or AGM). Notices shall be given as follows:

- a) To a Committee – via email or phone, with (where possible) seven (7) days prior to the meeting,
- b) To the Board – via email, phone or in person (i.e. at the previous meeting) at least twenty one (21) days prior to the intended meeting,
- c) To the membership (AGM only) – via advertisement in the ENZSA website, Edmonton Examiner or other print medium at least Thirty (30) days prior to the meeting date.
- d) To the membership (SM only) – via ad
- e) Advertisement in the ENZSA website, Edmonton Examiner or other print medium within fifteen (15) days prior to the meeting date.

Article 12. Annual General Meeting (AGM)

The Annual General Meeting (AGM) of the Association shall be held by December 15th of the current year. At least Thirty (30) days' written notice shall be given to all voting members advising of the meeting date, time and location. That same notice shall include the circulation of the Bylaw Change Form, Committee Nomination Form and Community Vote Authorization Form. The submission deadline for proposed bylaw amendments, nomination forms and Community Vote Authorization form will be due back to the Zone Office by close of business day (14) days after the original meeting notice date.

All Voting members must present a copy of a letter or completed Community Vote Authorization Form from their respective Community League authorizing their representations, and signed by their Community League President stating that they have the vote for that organization. Any member that does not comply will not be entitled to vote at the AGM. (How such votes are made refer to Article 15.5).

Any ENZSA community failing to attend the AGM will forfeit their community vote until the following AGM and will be required to pay a onetime administration fee of \$250.00 to be eligible to declare a program. Any Community can apply in writing to be excused from the AGM provided

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the request is received by the ENZSA office Fourteen (14) days prior to the date of the annual general meeting. Applications to be excused from the AGM are subject to the approval of the ENZSA Community Director and Vice President. Quorum will be formed based on the community leagues in attendance and this applies until the next AGM.

If within thirty (30) minutes from time appointed for the AGM, a quorum is not present, the meeting shall stand adjourned for fifteen (15) minutes and if after the fifteen (15) minute adjournment a quorum is not present, quorum will be accepted as is with the members present.

1. The order of Business at the AGM shall be as follows:
2. Roll Call
3. Adopt Agenda
4. Adopt minutes of last General Meeting
5. Adopt minutes of last AGM
6. Changes or amendments in the Bylaws
7. Treasurer's report
8. Executive Officers Reports
9. Election of Executive Officers

If in any Officers position there are more than two (2) candidates nominated for that position a vote will be held with all candidates. The candidate with the least amount of votes will be removed from the ballot and a revote will be done. This procedure will continue until only two (2) candidates remain, then the last vote will be taken. The one (1) candidate with a minimum of fifty percent plus one (50%+1) of the votes will be declared the winner and assigned the position of Office.

Other business

Adjournment

Article 13. Special Meeting

A Special Meeting shall be called within fifteen (15) days following a written request stating the reason for the meeting, and signed by not less than one third (1/3) of the member organizations entitled to vote. All Board members must be notified of the meeting by email. Twenty-four (24) hour notice is required for a Special Meeting since they are called due to urgent matters only.

President, Vice President and any three Executive Directors may also call a Special Meeting by email or phone call. All Executive members must be notified of the meeting within Twenty-four (24) hours. Only business for which the Special Meeting was called will be dealt with.

Article 14. Voting

1. At the AGM, any Special Meeting, or Board of Directors meeting of ENZSA each:
 - a) Members in good standing shall be entitled to have representatives but only one (1) has a vote.
 - b) Club members in good standing shall be entitled to have representatives but only one (1) has a vote.
 - c) Associate member in good standing shall be entitled to be represented by one (1) delegate with one (1) vote.
2. The minimum age of a voting delegate shall be eighteen (18) years of age,
3. At all meetings of the Association, the Chairperson shall have a tie-breaking vote only, with the exception being the election of officers at an AGM,
4. The past President shall have a voice, but no vote at any meeting of the Association. (Except during Executive Board Meetings as determined by the Executive Board year by year.)
5. Unless otherwise required by these Bylaws or Rules of Order, motions put forward for deliberation shall be determined by a simple majority of total votes cast (50%+1) by present members in good standing.

At all meetings of the Association, voting shall be by a show of hands or an electronic vote in the absence of a meeting unless simple majorities (50%+1) of members decide otherwise.

Article 15. Executive Board of Directors

The Executive Board of Directors may appoint committees to assist in carrying out the functions of the Association.

1. Executive Board
 - a. The Executive Board shall consist of the President, Vice President, Treasurer, Community Program Director, and Past President,
 - b. The Executive Board shall conduct the business of the Association between meetings of the Board. The Executive Board shall report to the Community Directors all decisions and/or actions taken,
 - c. Meetings shall be held a minimum of six (6) to eight (8) times a year, on the call of either the President, Vice President, or as directed by the Executive Board. A minimum of seven (7) days must be given for any executive meeting; and
 - d. An Executive meeting deemed an Emergency Meeting could be held with a minimum of forty-eight (48) hours' notice and must have a minimum of three (3) of the Executive members in attendance to proceed."
1. Special Committees
 - a) May be appointed by the Executive Board or the Board of Directors to perform duties as required;

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- b) Such committees will be temporary in nature and will cease to function upon completion of their mandate.
2. A member of the Executive Board shall be Chairperson of any Special Committee, unless deemed in conflict by the Board of Directors.
3. Each member organization shall be given the opportunity to be represented on any committee of the Association.

Article 16. Indemnity of the Board

Every Executive Officer, Director, Board member, servant or agent of ENZSA shall be indemnified by ENZSA against all costs, losses, and pre-approved 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. The Association shall purchase and maintain liability insurance or such other insurance for the benefit of officers, staff and other representatives of the Association.

Article 17. Audit of Financial Records

The books of the society must be audited and approved once a year by the membership at the Associations AGM immediately following fiscal year end. The financial records of the Association shall have a financial review by a qualified accountant in the form of a Notice to Reader engagement at the end of each fiscal year by a duty qualified auditor who shall not be a member of the Association.

Audited reports shall be presented to the members at the Association's AGM immediately following the fiscal year end.

The financial records of ENZSA may be inspected by any current member of ENZSA anytime, upon giving reasonable notice, during usual business hours, at the office of ENZSA and in the presence of a Board member (preferably the Treasurer).

Article 18. Minutes, Books of Account & Records

1. The zone office shall be responsible for the preparation and custody of the minutes of all meetings of the Association and of other records as require,
2. On application of a member, or any person authorized by the Board, President, or Vice President, the Association shall make its records available for inspection at a time and place convenient to all parties; and
3. Any Board member may inspect the records at any time upon request and should be granted availability before the next general meeting.

Article 19. Rules & Regulations

1. ENZSA shall support and maintain the principles of the "Laws of the Game" as established by the Federation International Football Association (F.I.F.A.) except as necessary to:
 - a) Accommodate differences in age categories

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- b) Accommodate physically or mentally challenged athletes
 - c) Accommodate the laws of Canada
 - d) Accommodate rules set by EMSA Alberta Soccer Association (A.S.A) or the Canadian Soccer Association (C.S.A.).
2. ENZSA may make such Rules and Regulations as it deems appropriate to promote, develop and govern the game of soccer. Such Rules and regulations shall be established or amended at any meeting of the Board. A simple majority of members present and voting is required to establish or amend any Rule or Regulation governing the game of soccer in the north zone.
3. Any agreed upon changes shall become effective in the playing season following their adoption.

Article 20. Conduct, Discipline & Appeals

1. The Board shall have the right to suspend membership or remove from the Board, any member who fails to comply with the ENZSA By-laws, operating rules or regulations. The decision of the Board is subject to a vote of 75% or more in favor of the ejection. 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,
2. Any major transgression towards of ENZSA by its members may lead to a disciplinary hearing that may be chaired by the President or Vice President and involve at least two other Board Members,
3. Where any member of ENZSA fails to show up for any Discipline hearing or a Special Meeting in person or by way of a personal representative, is deemed to waive his rights to defense,
4. Notice of a meeting or hearing can be given by e-mail, mail, fax, or in-person with writing letter stating the particulars of the meeting or hearing,
5. Any member or representative (including Board Members) may be brought before the Board to explain their actions or behavior that contravene the aims and objectives of ENZSA,
6. Any member or representative (including Board Members) found guilty of such action or behavior may be suspended or penalized as deemed appropriate by the Board,
7. Appeals from a decision by the Board may be made to EMSA,
8. Community Directors are the first line of discipline for minimum infractions by players and/or team officials (yellow cards only),
9. Red cards or other major discipline acts must be forwarded to the Discipline Director,
10. The Referee and Training Director shall handle unfavorable reports on referees; and
11. The Executive Board shall be the final appeal for players and/or team officials on zone disciplinary matters. Further appeals can be made to EMSA.

Article 21. Community Leagues

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1. In order to develop and deliver minor soccer programs within the north zone, the zone is divided into community leagues. The names and geographic boundaries shall be similar to, but not necessarily the same as those names and boundaries established by the Edmonton Federation of Community Leagues (E.F.C.L.),
2. Member organizations shall establish appropriate administrative structures, which shall have jurisdiction to administer the affairs of planning, organizing and conducting minor soccer programs within their boundaries,
3. Each community league shall appoint a representative to the ENZSA Board. Such representative shall be empowered to participate wholly in any action to be taken, or decision to be made, by the Board on behalf of that Community League,
4. Each community league shall, through its appointed representative, share concurrent jurisdiction with ENZSA Board over planning and conduct of any and all minor soccer programs organized and delivered throughout the north zone,
5. All Community Leagues must present a letter stating the elected or appointed representative(s) of their organization who is empowered to vote on their behalf. This notice must be received at least fourteen (14) days prior to the Association's Annual General Meeting to be held no later than December 15,
6. Community representative must operate with the best interest of the zone soccer program in mind. If absent from three (3) meetings of the Board without prior notification to the Board, a \$500.00 bond will be set for communities not in transition. The bond can be returned to the community if the director or representative attends the next 4 consecutive meetings, a letter will be sent out to the offending Community League stating that their Director has not been in attendance and a meeting can be set up between the Executive Officers and the Community League President and or Vice-President with the member present. That Community will have no voice or vote at any meeting of ENZSA. If any Community does not have a representative present (if sending an alternate representative they must have a letter from their Community stating that they have the voting power for that Community.) at the Annual General Meeting, this community will be required to pay a onetime administration fee of \$250.00 to be eligible to declare a team. They would fall under ARTICLE 3#11.
7. Each community that runs a soccer program must take all registrants in good standing within their community. If chosen not to, they will not be allowed to run a soccer program & will be in bad standing.

Article 22.

Fees, Financial Penalties & Interest

1. The board shall establish:
 - a. Seasonal zone administration fee for each team.
 - b. Seasonal harmonized player registration fee that each community must use as the base fee for registration. This fee will act as well as the transfer fee for players transferring from one community to another for the purposes of playing.
 - c. A surcharge for all cheques returned to the Association for any cause.
 - d. An annual interest rate to be calculated monthly for overdue payment of any monies owing.
 - e. An administration fee per team that is declared late in addition to an administration fee per volunteer name missing.
 - f. An administration fee per team for any adjustment to team declaration numbers after the final declaration date.

2. The board may, upon resolution passed by two-thirds (2/3) vote of the Directors present and voting at any Board meeting, proceed with collection of unpaid monies through Part 4 of the Provincial Court Act, or any Act passed in substitution thereof.”

Article 23. Banking, Borrowing, investing & Spending

1. The fiscal year of the Association shall be September 1 to August 31st.
2. All funds of ENZSA shall be deposited in a Canadian chartered bank(s) or Trust Company authorized by the Board, to accounts in the name of Edmonton North Zone Soccer Association or ENZSA Withdrawals and cheques drawn on behalf of ENZSA shall be signed by two of three Executive Board members (with signing authority) as determined by the Board of Directors.
3. The board may invest any surplus funds of ENZSA to the extent permitted by law for trustees under the Trustee Act, or any act passed in substitution thereafter.
4. For the purpose of carrying out its objectives, ENZSA may borrow, raise or secure the payment of money in such manner as it deems fit, and in particular, by the issue of debentures, but this power shall only be exercised under authority of ENZSA and in no case, shall debentures be issued without the sanction of the membership by special resolution.
5. A special resolution must be adopted at the Annual General Meeting, or at a Special General Meeting called solely for that purpose each time monies is borrowed in excess of the annual operating budget, or each time debentures are issued.
6. The Association may acquire and take by purchase, donation, devise or otherwise, all kinds of real estate and personal property, and may sell exchange, mortgage, lease, let improve and develop, and may erect and maintain any necessary buildings.
7. The funds and property of the Association shall be used and dealt with for its legitimate objects only and in accordance with these Bylaws.
8. The Association shall not be responsible for any expenditures or obligations assumed by any member in the name of the Association, unless the Board has given prior consent by way of motion.

Article 24. Signing Authority

- a) Signing authority is restricted to the President, Vice President, Treasurer and Community Program Director. In the event that any of these positions are vacant the remaining Board members who have signing authority have the authority to appoint an alternate signing authority until that position is filled.
- b) All expenditures shall be duly documented,
- c) Two signatures shall be required for all cheques; and
- d) Expenditures over \$500.00 not included in an approved budget must be approved by the Board.

Article 25. Paid Employees

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

Article 26. Rules of Order

The rules contained in the current edition of Robert Rules of Order, Newly Revised shall govern the Association, unless it is inconsistent with the Bylaws and Special Rules of Order adopted by this Association.

Article 27. Quorum

Except as provided for in Article 16 with respect to lack of a quorum, the following shall apply:

- 1. A quorum for all Annual General Meetings and Special Meetings shall be one-half (1/2) of members in good standing and at least three (3) Executive Board members, with the exception of Special Meetings called when discharging the duties of disciplinary actions. Special Meeting dealing with discipline shall have three (3) members of the Association to achieve quorum,
- 2. A quorum for a Board of Directors meeting shall be four (4) board members and one (1) Executive Committee member;
- 3. A quorum for an Executive Board Meeting shall be 75% of the Executive Board Members, with the exception of the board appointed members for purpose of quorum, and
- 4. A quorum for all other committee meetings shall be a simple majority of the committee's membership.

Article 28. Conflict of Interest

- a) Any member or employee of the ENZSA 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 ENZSA Board.
- d) A member of the executive committee shall not hold a position of soccer director or executive position within a community league while a member of the executive committee.

Article 29. Bylaw Amendments

1. These Bylaws can only be changed by a special resolution of the members,
2. All proposed amendments to the Bylaws shall be forwarded in writing by the ENZSA office to the members no later than twenty one (21) days prior to the Annual General Meeting or Semi-Annual Meeting; and
3. A vote of not less than seventy-five percent (75%) of members in good standing is required to pass any amendment.

Article 30. Dissolution

In the case of dissolution of the Association, all assets remaining after payment of all liabilities of ENZSA shall be gifted to the soccer communities of North Edmonton.

Article 31. Change in Legislation

Should the Societies Act in the future change, then these Bylaws shall, in the future, adopt any and all changes as required by the Act and specifically adopt those changes to the Act which are required to be adopted to enable the Association to operate, at all times, with the full power of the Act and to use all remedies available to it pursuant to the Act.

Article 32. Seal of the Association

The Association has not adopted a society seal.