



**enlsa**

edmonton north zone soccer association

# Bylaws

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## EDMONTON NORTH ZONE SOCCER ASSOCIATION BYLAWS

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### 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 consisting of a committee to have equal representation between executive and community soccer directors, 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 Directors at Large and 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 members and member organizations in good standing.

“**Audit**” or “**Audited**” an official examination of the Society’s financial records, not necessarily by Accountants.

“**Board of Directors**” means the Executive Officers, Chairs, Members at Large and Community League Directors that represent the soccer interests of the Community Leagues, in good standing, within the ENZSA soccer program.

“**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 of Directors 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 of Directors whether elected or appointed to the position.

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

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

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

“**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 Board**” or “**Executive Board of Directors**” means the Executive Officers, including the ENZSA President, Vice President, Treasurer, Community Programs Director and the Executive Director.

“**Executive Committee**” Means the people that are voted in or appointed to the Executive positions on the Board, more specifically, ENZSA President, Vice President, Treasurer,

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Community Programs Director, Director(s) at Large, Bingo/Casino Director, Referee & Training Director, Volunteer Director and Discipline Director.

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

“**May**” means permissive.

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

“**Must**,” means imperative.

“**NSU or North Side United**” means the zone-wide soccer program operated under ENZSA, which may include teams as per the EMSA Rules & Regulations.

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

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

“**Resolution**” means a formal expression made after voting.

“**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.

“**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. Background**

As per Corporate Registry Alberta the Objectives of ENZSA were removed from the Bylaws and have been made a policy within the organization.

### **Article 6. Logo**

The ENZSA has complete and exclusive legal rights to the ENZSA logo and the “North Zone Xtreme FC” logo as well as the “North Side United 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 Executive Board

### **Article 7. 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

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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.
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 as well as meeting at EMSA.
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 conflict with the Bylaws of EMSA. In event of conflict EMSA, ASA & CSA bylaws shall prevail.
9. Subject to EMSA Bylaw Article 4 (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 work with member organizations 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 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 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
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 within 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 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 8. 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 9. 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.
  - c) Community Soccer Directors and/or Coordinators are elected or appointed by their communities to represent them at the Association, same with the NSU soccer director who is elected or appointed by the members of their Association.

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- 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 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 Executive Board or Executive Committee shall take office immediately following the election or the appointment.

\*All nominations for Executive Board 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 the Executive Board, Executive Committee and Community Directors a minimum of Seven (7) days prior to the Annual General Meeting.

3. Any person elected or appointed to the Executive Board shall be empowered to fully participate in any action to be taken, or decision to be made, by the Executive Board on behalf of the Association in its designated capacity.
4. Elected and appointed officers or directors 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 of Directors will be held a minimum of four (4) times per year and at least one per quarter unless 24 hours' 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 agreed to by two thirds (2/3) of the Executive elected officers; and
  - c) By a circulated written notice agreed to 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

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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 Executive Committee shall be vacated if he:
  - a) Resigns his office in writing with notice going to the office of the Association or left with any Executive Board member,
  - b) Is absent from three (3) consecutive meetings without prior notification to the Executive Board, and it is resolved at the subsequent meeting of the Board of Directors that the office be vacated due to the absenteeism,
  - 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; or
  - g) Dies.
8. Any elected or Executive 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 two (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 10. Duties of the Board of Directors**

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/her 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,
- 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 NSU 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 objectives listed in 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 to 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

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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:

- i. Attend 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 23 (Fees, Fines, Penalties & Interest) and Article 24 (Banking, Borrowing, Investing & Spending);
- 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.

**Northside United Program Director**

The North Side United Soccer Director is responsible to enhance the effectiveness, and playing capacity of the NSU program, through its coaches, players and volunteers of ENZSA. The NSU 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;
- iii. Will represent ENZSA at all EMSA Premier/Club meetings;
- iv. Shall select and set in place qualified coaches for the NSU 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 NSU 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 NSU program;
- vii. Shall maintain NSU 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 club membership;
- 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 NSU 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 NSU Program Director;
- ii. Shall act as the liaison between the Communities, NSU 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 coach's 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;
  - 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 provide a soccer program to register with for participants in their designated areas and declare teams for indoor and outdoor soccer through their community, must pay any required declaration fees by the pre-determined deadline to the Zone office;
- 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
- 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 North Side United Club Program participates in;
- iii. Will ensure that all Gaming Commission rules, regulations, and guidelines are followed;
- iv. Working with the Volunteer Director, 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 ENZSA Office to set up all of the volunteer commitments each season and confirm the volunteers commitments to work at the events;
- iii. To create a fair and easy method of distributing the volunteer commitments to the communities and EMSA commitments to the NSU Program;
- 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:

- i. To register community and NSU teams,
- ii. Prepare outdoor schedules, assign fields and gyms,
- iii. Provide basic accounting services,
- iv. Maintain all critical aspects as required for the zone soccer programs, throughout the year, for both community and NSU teams indoor and outdoor in accordance with the policies and directions as set by the Board of Directors,
- v. Shall record attendance and keep accurate minutes of all meetings of the Association,
- vi. Shall be the custodian of all correspondence, minutes and records other than those, which are the responsibility of the Treasurer,
- vii. Shall give notice of all meetings to the Executive and Directors,
- viii. 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,
- ix. Shall maintain records pertaining to all field, gym and facility bookings for the north zone, Shall file field and gym booking with the appropriate booking facilities and agents
- x. Shall maintain contact with zone community directors / coordinators to ensure the zones' data is accurate and up to date,
- xi. 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,

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- xii. Will ensure that all rules, regulations, and guidelines are followed as per EMSA and ASA requirements; and
- xiii. 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 11. 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.
3. Deal with all appeals with regards 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 within the boundaries of ENZSA 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 12. 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 13. 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

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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 Fourteen (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).

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 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.

The order of Business at the AGM shall be as follows:

1. Roll Call
2. Adopt Agenda
3. Adopt minutes of last General Meeting
4. Adopt minutes of last AGM
5. Changes or amendments in the Bylaws
6. Treasurer's report
7. Executive Officers Reports
8. Election of Executive Officers
  - a. 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 number 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.
9. Other business

10. Adjournment

**Article 14. Special Meeting**

A Special Meeting shall be called within fifteen (15) days following a written request stating the reason for the meeting and agreed to by not less than two thirds 2/3 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.

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 15. 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 or for cases where the meeting is being held online (virtually) unless simple majorities (50%+1) of members decide otherwise.

**Article 16. 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 of Directors. The Executive Board shall report to the Community Directors all decisions and/or actions taken,

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- 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 Twenty-Four (24) hours' notice and must have a minimum of three (3) of the Executive members in attendance to proceed.
2. Special Committees
- a) May be appointed by the Executive Board or the Board of Directors to perform duties as required;
  - b) Such committees will be temporary in nature and will cease to function upon completion of their mandate.
3. A member of the Executive Board shall be Chairperson of any Special Committee, unless deemed in conflict by the Board of Directors.
4. Each member organization shall be given the opportunity to be represented on any committee of the Association.

### **Article 17. 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 18. 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 19. Minutes, Books of Account & Records**

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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 Executive 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 20. 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
  - 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 of Directors. 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 21. Conduct, Discipline & Appeals**

1. The Executive Board shall have the right to suspend membership or remove from the Executive Board, Executive Committee or Board of Directors, any member who fails to comply with the ENZSA By-laws, operating rules or regulations. The decision of the Executive 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 Executive Board to explain their actions or behavior that contravene the aims and objectives of ENZSA,

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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 Executive 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 22. Community Leagues**

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 Board of Directors. Such representative shall be empowered to participate wholly in any action to be taken, or decision to be made, by the Board of Directors 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 by close of business day fourteen (14) days after the original notice date of the Association's Annual General Meeting.
6. Community representatives must operate with the best interest of the zone soccer program in mind. If absent from three (3) meetings of the Board of Directors without prior notification to the Executive 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 Board 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 or EMSA AGM. 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.

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7. Each community that runs a soccer program must take all registrants in good standing within their community. If they chose not to, they will not be allowed to run a soccer program & will be in bad standing.

### **Article 23.**

#### **Fees, Financial Penalties & Interest**

1. The Executive board shall establish:
  - a. Seasonal zone administration fee for each team and or player as it applies
2. The Board of Directors shall establish
  - a. The standardized community per player or team fee as it applies. This fee will be used in combination with the ENZSA and EMSA fees to calculate the player registration fee for each age group for the season. This fee will be harmonized for all north zone communities and serve as a transfer fee if it so applies.
  - b. A surcharge for all cheques returned to the Association for any cause.
  - c. An annual interest rate to be calculated monthly for overdue payment of any monies owing.
  - d. An administration fee per team that is declared late in addition to an administration fee per volunteer name missing if applicable.
  - e. An administration fee per team for any adjustment to team declaration numbers after the final declaration date.
3. The Board of Directors 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 24.**

#### **Banking, Borrowing, Investing & Spending**

1. The fiscal year of the Association shall be September 1 to August 31<sup>st</sup>.
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. Direct withdrawals, pre-authorized debits 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. Electronic transfer withdrawals of funds on behalf of ENZSA shall be approved either by electronic authorization or signatory by two of four 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.



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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, except for 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 29. 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 Executive Committee.
- d) A member of the Executive Board shall not hold a position of soccer director or executive position within a community league while a member of the Executive Board.
- e) A member of the Executive Committee (Directors at Large, Bingo/Casino Director, Referee & Training Director, Volunteer Director and Discipline Director) can hold a position of soccer director or executive position within a community league.

### **Article 30. 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.
4. Should the Societies Act in future change, then these Bylaws shall, in the future, adopt any and all changes to 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, within the fill power of the Act and to use all remedies available to it pursuant to the Act.

### **Article 31. 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 32. 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 33. Seal of the Association**

The Association has not adopted a society seal.