

**BYLAWS OF THE NORTH
EDMONTON MINOR FOOTBALL
ASSOCIATION**

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1. NAME

The official name of the Society is NORTH EDMONTON MINOR FOOTBALL ASSOCIATION (hereinafter "the Society").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Bylaws:

- (a) "Act" means the Societies Act (Alberta), as amended from time to time;
- (b) "Board" means the Board of Directors of the Society;
- (c) "Competency" mean the legal and mental capacity to perform the duties as assigned;
- (d) "Director" means a member elected or appointed to a voting position on the Board of Directors of this Society;
- (e) "Member" means a member in good standing of the Society pursuant to these Bylaws;
- (f) "Officer" means a person who is elected or appointed by the Board to the office of President, Vice-President, Treasurer or Secretary pursuant to these Bylaws;
- (g) "Society" means North Edmonton Minor Football Association;
- (h) "Special Resolution" means a resolution passed by not less than seventy five (75%) percent of the Members who are present at a meeting of the Members or consented to in writing by all of the Members;
- (i) "Staff Member" means any person acting in a recurring position, paid or unpaid, for the Society that is not a board member. This includes the General Manager, coaches, trainers, team managers and any other position deemed necessary by the board. This does not include those who are fulfilling a volunteer requirement as a condition of registration.
- (j) "Meeting" means any gathering of the Board or the Membership that

meets the requirements for quorum and allows for attendees to adequately participate. This may include both in person gatherings and online forums, provided attendees may meaningfully participate in the proceedings.

2.2 Interpretation

In these Bylaws:

- (a) words importing the singular number include the plural and vice versa;
- (b) derivation of any word, term or expression defined in these Bylaws has a meaning corresponding to the defined word, term or expression; and
- (c) the headings used throughout these Bylaws are inserted for convenience of reference and do not define, enlarge or limit the terms and provisions of these Bylaws.

3. SOCIETY RESTRICTIONS AND DISSOLUTION

3.1 Restrictions

The Society shall not pursue or carry out any activities which do not further or promote the objects of the Society. At all times the activities of the Society shall be carried on without purpose of gain for the Members, Directors or Officers, and any profits or other assets. of the Society shall be used solely to promote the Society's objects.

3.2 Dissolution

- (a) A special resolution may dissolve the Society, in which notification of the dissolution shall be submitted in writing to the Secretary for inclusion on the agenda of a general or special meeting.
- (b) In the event that the Association is dissolved, all assets will be assigned to the Castledowns Recreation Society, who at their discretion may carry on the Association's football program under their Society.

4. MEMBERSHIP

4.1 Application

Membership in the Society is open to any person residing in Alberta, and being of full age of 18 years, who meets at least one of the following conditions:

- (a) payment of a membership fee, in the year prior to the annual general meeting;
- (b) be subject to a favorable vote passed by a majority of the members of a regular meeting of the Society, and upon payment of the fee;
- (c) volunteered as a staff member or in a sufficient capacity as determined by a vote of the board of directors, during said year. Memberships conferred to volunteers shall continue until that volunteer assistance ceases. Those members will have full membership rights and shall have the membership fee waived.

4.2 Rights and Obligations of Members

- (a) Members shall be governed by and abide by the Society's Policy and Procedures including rules and directives lawfully made thereunder;
- (b) A member is in good standing when:
 - (i) they have paid required fees to the Society;
 - (ii) appear in the Society membership list; and
 - (iii) they are not under any disciplinary action, including suspension
- (c) Members in good standing will have the rights and obligations as set forth in these Bylaws.

4.3 Revocation of Membership

The membership of a Member in the Society shall be automatically revoked if:

- (a) the Member, by notice in writing to the Secretary, surrenders his membership in the Society, which shall be effective at the time such notice is received by the Society or at the time specified in the notice, whichever is later;
- (b) the Member is in arrears for fees or payment to the Society of a period of four (4) months prior to any regular meeting, resulting in a suspension of membership rights but may be reinstated by a majority vote of the Board at a regular meeting;
- (c) the Member is found to be a mentally incompetent person or becomes of unsound mind;
- (d) a resolution is passed by a majority vote of the Board at a regular meeting; revoking the membership of the Member; or
- (e) the Member dies.

5. MEETINGS OF MEMBERS

5.1 Annual General Meeting

- (a) The Society shall hold an annual general meeting within 90 days of the Society's fiscal year end.
- (b) The Board shall set the date, time and format (in person or online) of the annual general meeting.
- (c) The Secretary (or in the absence or incapacity of the Secretary, any Officer) shall provide written notice to the members of the date, time and place of the annual general meeting by email five (5) days prior to the date of the meeting, sent to the Members' last known email address. Notice posted on the Society's social media pages will also constitute notification in absence of contact information for any Member.
- (d) The business to be conducted at an annual general meeting must include

the following:

- (i) approval of the minutes of the previous annual general meeting and any intervening meeting of the Members;
- (ii) consideration and disposition of any outstanding business;
- (iii) receipt of the audited financial statements of the Society for the fiscal year last ended;
- (iv) approval of the budget for the current fiscal year;
- (v) election of the Board;
- (vi) election of two auditors as needed; and
- (vii) consideration and disposition of any new business.

5.2 Special Meetings

- (a) The Board or any Member may requisition a special meeting of the Members on twenty one (21) days notice to the Members and shall set forth the reasons for calling such a meeting.
- (b) The Secretary shall provide written notice of the date and time of a special meeting of the Members, to the Members, by email twenty one (21) days prior to the date of the meeting and sent to the email address.

5.3 Quorum - Members' Meetings

- (a) Ten (10%) percent of the Members entitled to vote and be present constitutes a quorum for any meeting of the Members.

5.4 Voting at Members' Meetings

- (a) Except as otherwise provided in these Bylaws, all voting at any meeting of the Members must be conducted by a show of hands or by a poll.
- (b) Each Member is entitled to one (1) vote on each matter of business presented at every meeting of the Members.

5.5 Resolutions in Writing

A resolution in writing is valid as if it had been passed at a meeting of Members.

5.6 Procedural Rules

Subject to these Bylaws, procedure at a meeting of the Members is governed by the Chair of the meeting, guided by Robert's Rules of Order.

6. BOARD OF DIRECTORS

6.1 Board Composition

- (a) The Board shall be composed of not less than three (3) and not more than nine (9) individuals who are elected as Directors or Officers at an annual general meeting or otherwise appointed pursuant to these Bylaws.
- (b) The Board of Directors or the Board, shall mean the Board of Directors of the Society.
- (c) The Board shall, subject to the Bylaws or direction of a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
- (c) The Board shall be composed of both Directors and Officers elected at an annual general meeting.

6.2 Officers

The following officers will be elected at the annual general meeting:

- (a) the President;
- (b) the Vice-President;

- (c) the Secretary;
- (d) the Treasurer;
- (e) such other Officers as determined by the Board from time to time.

An individual may hold only one (1) of the above-noted offices at a time, but may simultaneously hold a staff position and an Officer position. Officer positions cannot be held by members of the same family or household simultaneously.

6.2.1 Term of Office

- (a) Each Officer shall hold office until the second next annual general meeting of the Members, or for such other term as the Board may determine, and shall be subject to removal by Resolution of the Board at any time.
- (b) All Officers are eligible for re-election.

6.2.2 President

- (a) The President shall be ex-officio a member of all Committees of the Society. The President shall, when present, preside at all meetings of the Society and of the Board. In the absence of the President, the Vice President shall preside at any such meeting, and in the absence of both a chairperson may be elected by the meeting to preside there at.
- (b) The President shall be competent to exercise all duties and powers of the office of President, including the overall accountability and administration of the Society, represent the Society and liaison with outside parties including the league or community parties, and the power to break any tie vote at any regular meeting of the Society members or the Board.
- (c) The term of President shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.
- (d) The office of President shall be elected in every odd-numbered year.

6.2.3 Vice-President

- (a) The duties of the Vice-President shall be to fulfill any duties of the office of President in the absence of the President, and any other duties requested or assigned by the President and/or the Board.
- (b) The term of Vice-President shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.
- (c) The office of Vice-President shall be elected every even-numbered year.

6.2.4 Secretary

The Secretary shall:

- (a) It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Present of the Board.
- (b) The Secretary shall also keep a record of all the members of the Society and their contact information, and sent all notices of the various meetings as required.
- (c) The Secretary shall, upon request, deliver to any member of the Society a copy of the minutes of the last regular meeting of the Society or the Board.
- (d) The Secretary shall each year prepare and submit the Society's annual society registration as required by the Societies Act, R.S.A. 2000, c. S-14, as amended.
- (e) The term of Secretary shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.
- (f) The office of Secretary shall be elected in every odd-numbered year.

In case of the absence or incapacity of the Secretary, such duties shall be discharged by such officer and may be appointed by the Board.

6.2.5 Treasurer

The Treasurer shall:

- (a) Receive all monies paid to the Society, including all membership fees, and shall be responsible for the deposit of the same in whatever bank, trust company, credit union or treasury branch the Board may order;
- (b) Properly account for the funds of the Society and keep such books as necessary;
- (c) Present a full detailed account of receipts and disbursements and present to the Board at each regularly scheduled meeting of the board, or to members by request;
- (d) Prepare for submission to the annual meeting of the Society a statement, duly audited as hereinafter set forth, of the financial position of the Society during his or her term; and
- (e) Submit a copy of the same to the Secretary for the records of the Society.
- (f) The term of Treasurer shall be two years from the date of the annual general meeting in which one is elected, and shall end at the annual general meeting where his or her successor is elected and installed.
- (g) The office of Treasurer shall be elected every even-numbered year.

6.3 Directors Terms

- (a) The duties of the Directors shall be determined each year by the Board, and at least one Director shall be assigned the duties of Registrar.
- (b) Each Director elected at an annual general meeting shall serve on the Board until the next annual general meeting of the Society. The term of office of a Director commences after the annual general meeting wherein such Director was elected to serve on the Board.
- (d) All Directors are eligible for re-election.

6.4 Board Vacancies

In the event of the resignation or removal of a Board member, the Board may appoint another individual to serve the remaining term of such Director or Officer's term of office.

6.5 Board Meetings

- (a) A meeting shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise such transactions of the Board are null and void.
- (b) Meetings of the Board shall be called by three (3) days notice by email notification to each member of the Board.
- (c) The Board shall meet at least 6 times each year including the meeting held immediately after the annual general meeting, and when otherwise called to meet pursuant to these Bylaws. Meeting may occur in person, online or via teleconference, as needed.
- (d) Any Board Member may, at any time, summon a meeting of the Board.

6.6 Responsibilities and Powers of the Board

Subject to these Bylaws and to any restrictions or limitations imposed by the Board, the Board are charged and empowered to:

- (a) administer and manage the affairs of the Society between meetings of the Board;
- (b) represent the Society in dealing with others; and
- (c) monitor the finances of the Society, develop an annual budget, report on revenues and expenditures, review the programs of the Society, and develop sources of funding for the Society to enable the Society to pursue its objects.
- (d) establish and revise policies governing the Society, including appropriate cheque signing and financial reporting policies;
- (e) carry out the business of the Society, and take such action as the Board considers necessary to achieve the objects of the Society;
- (f) delegate authority and responsibility for implementation of Society

policies to the Officers;

- (g) ensure that Society policies are implemented;
- (h) report fully to the Members at least once per year;
- (i) review the annual budget of the Society in advance of the AGM approval;
and
- (j) delegate any power or duty to any person or committee designated by the Board.

6.7 Quorum - Board Meetings

- (a) A majority of the Directors present constitutes a quorum for any meeting of the Board.
- (b) No Director may attend or vote at any meeting of the Board by any other person or proxy.

6.8 Voting at Board Meetings

Each member of the Board shall have one vote. In the event of a tie, the motion will be considered defeated, but may be re-visited at a future meeting.

6.9 Presence at Board Meetings

Members must be present at board meetings. Presence will include online attendance or via telephone.

6.10 Resolutions in Writing

A resolution in writing, is valid as if it had been passed by a majority vote at a meeting of Directors or committee of Directors. Should the board be unable to meet for any reason, a resolution in writing may be passed via email provided it is ratified at the regularly called meeting of the Board; otherwise such transactions of the Board are null and void

6.11 Removal of Directors or Officers

- (a) The Board may, on a vote of two-thirds of the Board members,
 - (i) remove any Director or Officer who is absent from three (3) consecutive meetings of the Board.
 - (ii) remove any Director or Officer who is (no longer a member of the society) under discipline or ceases to be a member in good standing.
- (b) The office of a Director or Officer shall be automatically vacated:
 - (i) if the Director or Officer, by notice in writing to the Society, resigns his office which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later;
 - (ii) if the Director or Officer is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the Director or Officer is found to have misused the resources of the Society;
 - (iv) if, at a meeting of the Board, a resolution is passed by three quarters of the votes cast by the Board present at the meeting removing the Director or Officer before the expiration of the Director or Officer's term of office; or
 - (v) if the Director or Officer dies.

6.12 Procedural Rules

Subject to these Bylaws, procedure at a meeting of the Board is governed by the chair of the meeting, guided by Robert's Rules of Order.

7.0 STAFF POSITIONS

Staff positions may change depending on the needs of the Society, shall be determined by the board and defined and described in the Rules, Policies, and Procedures manual.

8. COMMITTEE STRUCTURE

The Board shall determine the establishment and terms of reference of all Committees of the Society.

8.1 Establishing Committees

The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Board of Directors or at a General Meeting

(a) General Procedures for Committees

- Any Member in good standing can chair a committee created by the Board
- The Chairperson calls committee meetings. Each committee records minutes of its meetings, these minutes will be made available to the committee members, and the Chair provides reports to each Board meeting at the Board's request.
- A minimum of two (2) clear days' notice for committee meetings are required; the notice states the date, forum, and time of the committee meeting. Committee members may waive notice.

(b) A majority of the committee members present at a meeting is a quorum.

(c) Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie. In the event of a tie vote the motion is defeated.

(d) Every committee created by the Board shall have at least one Board member

(e) No committee (including the Executive Committee) will have the right to spend any money except as has been allocated to that committee by the board

(f) All committees shall have a Terms of Reference approved by the Board that contains reporting requirements.

(g) Irregularities or errors done in good faith do not invalidate acts done by any

meeting of the Executive Committee.

8.2 The Executive Committee

- (a) Consists of the President, Vice-President, Secretary, and Treasurer and is responsible for the following:
 - carrying out emergency and unusual business between Board meetings,
 - reporting to the Board on actions taken between Board meetings;
 - carrying out other duties as assigned by the Board.
- (b) All meetings of the Executive Committee are called by the President or on the request of any two (2) other Officers. They must request in writing that the President call a meeting and state the business of the meeting.
- (c) All committee members may agree to an email or written resolution. This resolution is as valid as one passed at an Executive Committee meeting. The date on the resolution is the date it is passed.
- (d) All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

9. ELECTIONS

9.1 Board

- (a) Nominations by Members
 - (i) An announcement of vacancies on the Board must be made to the Members and to the public by such means as are both practicable and reasonable (having regard to cost).
 - (ii) The nomination of a person for election on the Board requires the

support of at least one (1) Member. This support can be done in writing, via email or verbal support at the meeting. A Member is also able to self nominate.

(b) Eligibility of Nominees

A person nominated for a position on the Board must be a person who is not:

- (i) under the age of eighteen (18) years;
- (ii) otherwise lacking in legal or mental capacity;

(c) Voting Procedures

- (i) Election of a person from the recommended nominees must occur at the annual general meeting.
- (ii) All Members in good standing are eligible to participate in the vote.
- (iii) Voting shall be by ballot, including online ballot or polling in the case of virtual meetings. .
- (iv) The nominees receiving the greatest number of votes shall be declared to have been elected to the Board.

9.2 Other Standard Election Procedures

(a) Consent of Nominees

Nominations for all elections must be accompanied by an acknowledgement of the nominee that they are prepared to accept the nomination.

(b) Nominee Verification

The status and eligibility of the nominees must be verified by the President.

9.3 Election Policies

The Board may make rules or establish policies concerning:

- (a) the preparation and distribution of ballots;
- (b) the counting of ballots and recounts;
- (c) the appointment of voting and ballot scrutineers;
- (d) tie-breaking procedures;
- (e) the resolution of election and procedural disputes.

10. SOCIETY FINANCIAL AFFAIRS

10.1 Use of Funds

The Board shall only use the funds of the Society to carry out the purposes set forth in the Society's objects.

10.2 Expenditures

- (a) The Board shall maintain and manage operating funds or capital funds, or both, that are sufficient to meet the Society's objects.
- (b) Funds must be paid out only in accordance with budgets approved by the Board or, subject to these Bylaws, upon authorization of the Board.
- (c) No special fund or deposit in the name, or constituting the property, of the Society must be created without the prior authorization of the Board or the Executive Committee.

10.3 Budgets

- (a) The budget for any fiscal year of the Society must be prepared by the Board and presented for approval of the membership at the AGM.

- (b) The budget shall include all estimated revenues and expenses of the Society.

10.4 Membership Dues

- (a) The Board may levy membership dues for Members.
- (b) All dues must be collected in a manner specified by the Board.

10.5 Audited Financial Statements

- (a) The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two (2) Members elected for that purpose at an annual general meeting according to the procedure outlined in the Societies Act. The fiscal year of the Society shall end on the 30th of November each year. The audit shall be done in advance of the AGM and shall be conducted by two (2) members of the Society as determined by the Board.
- (b) The reviewed financial statements of the Society for any fiscal year must be presented by the Treasurer for approval as follows:
 - (i) to the Board at its first meeting following the completion of the audit and within one hundred and twenty (90) days of the fiscal year end; and
 - (ii) at the next annual general meeting of the Society following the completion of the audit.
- (c) The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

10.6 Borrowing Powers

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

10.7 Remuneration

- (a) Unless otherwise stated in the Bylaws or authorized at any meeting and after notice for the same shall have been given, no Director, Officer or member of the Society shall receive any remuneration for his or her services.
- (b) The Board of Directors, in their discretion, and upon majority approval of the Board of Directors, can provide a gift or honorarium for a Director, or vacating Director, Officer, association, appointed committee Member, staff member or authorized representative in accordance with policies and procedures of the Society from time to time.

10.8 Reimbursement

The Board shall provide reimbursement of all actual expenses incurred by an Officer, Director, associate, committee member or authorized representative provided that such expenses are contained within the approved budget prior to incurring said expense.

Directors or Officers conducting business to fulfill their role on the Board have a discretionary spending limit as per the Rules, Policies and Procedures manual, any spending above that amount requires approval of the Board of Directors prior to incurring the expense.

All expenses shall be reimbursed only upon receipt by the Board of Directors of the original receipt, invoice or vouchers submitted to the Society within ninety (90) days from the date upon which such expense is incurred.

10.9 Fiscal Year

The fiscal year of the Society is from the 1st day of December and ends on the 30th of November each year.

11. BOOKS AND RECORDS

11.1 Maintenance of Books and Records

The books and records of the Society shall be maintained by the Officers in accordance

with the directions of the Board.

11.2 Access to Books and Records

The books and records of the Society may be inspected by any Member upon

giving reasonable notice and arranging a time satisfactory to the Officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

12. CUSTODY AND USE OF SEAL

- (a) Seal Option - the Society may have a corporate seal if the Board of Directors shall decide it is in the Society's interest;
- (b) Custody -the President shall have charge of the seal of the Society;
- (c) Use of Seal - the seal of the Society, whenever used, shall be authenticated by the signing authorities appointed by resolution of the Board of Directors.

13. BYLAW AMENDMENTS

- (a) These bylaws may be rescinded, altered or added to by special resolution.
- (b) In these bylaws, "special resolution" shall have the same meaning as in the Societies Act.
- (c) These bylaws rescind and replace the Society's original bylaws passed on the 7th day of March 2011, and take effect as of 1 day of February 2022.

DATED effective this **DATE OF AGM**