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# Mill Woods Minor Football Association

## Bylaws

(updated March 23, 2013)



P.O. 22033 Pollard Meadows RPO Edmonton, AB, T6L 0A1 Phone 780.463.8188

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# Mill Woods Minor Football Association – Bylaws

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## **1. Interpretation:**

- 1.1. Parliamentary Authority - Roberts Rules of Order - Newly Revised, shall apply on all questions of procedure and parliamentary law not specified in these bylaws or the requirements of the Societies Act of Alberta.
- 1.2. Where the masculine gender is used in these bylaws, the same shall be construed as including the feminine gender where the context or the party referred to so requires.
- 1.3. "Special Resolution" shall mean a resolution passed by a majority of not less than 3/4 of members, in good standing, present in person at an Annual General Meeting, or at a special meeting called for the express purpose, upon giving 21 days notice, or as provided in the Societies Act of Alberta.

## **2. Membership**

- 2.1. Parents or guardians of children shall automatically become full voting members of the Association upon acceptance of the child's registration to participate in the current year's football season. This membership shall remain in effect until the start of the following season or shall end upon withdrawal, suspension or expulsion.
- 2.2. Children registered to participate in the current year's football season shall automatically become non-voting members of the Association.
- 2.3. All registered coaches shall automatically become voting members of the Association.
- 2.4. Membership may be suspended or a member expelled upon a vote approved by seventy-five percent (75%) of the Board of Directors of the Association for any reason deemed reasonable and in the Association's best interest.
- 2.5. Associate Memberships may be obtained for the current year on a simple majority approval of the Board of Directors. Associate Members shall have full membership privileges.
- 2.6. Honorary Life Memberships may be conferred upon any person by a simple majority approval at any general meeting of the Association. Honorary Life Members shall have full membership privileges.
- 2.7. Membership dues and/or registration fees shall be determined from time to time by a majority vote of the Board of Directors.

## **3. Board of Directors:**

- 3.1. "Board of Directors" or "Board" shall mean the Board of Directors of the Association, which shall consist of the Elected Directors.
- 3.2. The Board is limited to twelve Directors.
- 3.3. The Association shall have the following Directors at all times:
  - 3.3.1. President
  - 3.3.2. Vice-President
  - 3.3.3. Secretary
  - 3.3.4. Treasurer
  - 3.3.5. Publicity and Communications Director
  - 3.3.6. Ways and Means Director
  - 3.3.7. Registrar
- 3.4. Director positions not identified within 3.3 may be defined and created by a 100% vote of the Board to meet the needs of the Association and are in effect until the next AGM.
- 3.5. All Directors shall be elected by a majority vote of members at the Annual General Meeting of the Association. Position assignments shall be decided by the Directors at the next Board of Directors meeting after the election.
- 3.6. All Director positions shall be two-year terms with ½ the positions being open for election each year. A one-time exception will be the first year of operation where ½ of the positions will be for a one year term.

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- 3.7. A Director can be re-elected with no limit on their years of service.
- 3.8. No individual may fill more than two Director positions at the same time. Each individual will be allowed only a single vote even if they hold two Director positions.
- 3.9. Meetings of the Board of Directors shall be held as often as the business of the Association shall require and shall be called by the President.
- 3.10. A quorum at any Board meeting shall be four Directors.
- 3.11. In case an officer ceases to be a member, or for whatever reason is unable to attend to the duties of his position, or for any other Director position vacancy, the Board of Directors may appoint a member of the Association to fill the position for the unexpired term of office. In the case of 3.4 the position is until the next AGM. Such appointments will be effective upon the member's acceptance and their role carries full privileges, as if they were elected into the position as described in section 12.
- 3.12. A Director may be expelled from office upon a vote of  $\frac{3}{4}$  of all Directors, except the officer in question, for any reason deemed reasonable and in the Association's best interest. If a Director fails to show for two consecutive board of director meetings, without providing a written report to the secretary and president or without having their appointed assistant representing their position, the aforementioned vote may be motioned by the present Directors..
- 3.13. A Director wishing to leave a position must provide written (in email) notice to both the president and secretary and must provide a written knowledge transfer to the president and secretary within two weeks of leaving the position.
- 3.14. Directors may have volunteer assistants appointed by the Board of Directors to facilitate succession planning.

### **4. President and Vice President**

- 4.1. The President shall be ex-officio a member of all committees of the Association.
- 4.2. The President shall preside at all general meetings of the Association and of the Board of Directors, and shall be responsible for preparing the agenda for meetings. In the absence of the President, the Vice-President shall preside at such meetings, and in the absence of both, a Chairman may be elected by the meeting to preside thereat.
- 4.3. The President together with the Treasurer shall sign on behalf of the Association, all deeds, contracts, conveyances, bills, notes, cheques, debentures and all other papers and documents which pertain to the Association.
- 4.4. The Vice President and Secretary shall have signing authorities on cheques as a back up to the President and Treasurer.
- 4.5. The President shall represent the Association as its alternate Director at other organizations such as the Capital District Minor Football Association.
- 4.6. The Vice-President shall carry out the duties of the President when requested to do so by the President or when the President is unavailable to do so.

### **5. Secretary**

- 5.1. The Secretary shall attend all general meetings of the Association and of the Board of Directors so to keep accurate minutes of same.
- 5.2. The Secretary shall have charge of the seal of the Association which seal, whenever used, shall be authenticated by the signature of the President and the Secretary.
- 5.3. In the absence of the Secretary, his duties may be discharged by such Directors as may be appointed by the Board of Directors.
- 5.4. The Secretary shall have charge of all of the correspondence of the Association and be under the direction of the President and the Board of Directors.
- 5.5. The Secretary shall send all Notices of Meetings as required.

### **6. Treasurer**



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- 6.1. The Treasurer shall receive all monies paid to the Association and shall be responsible for the receipt and disbursement of all funds.
- 6.2. The Treasurer shall prepare for submission to the Annual General Meeting a duly audited financial statement of the financial position of the Association and submit a copy of same to the Secretary for a permanent record.
- 6.3. The Treasurer shall prepare an annual budget for submission to the Annual General Meeting.

### **7. *Publicity and Communications Director***

- 7.1. The Publicity and Communications Director shall recruit registrations by preparing and distributing registration information for the Association to appropriate locations such as schools and clubs.
- 7.2. This may include such things as news items, print circulars, flyers and posters and generally keep the members and public informed of the Association's activities and projects.
- 7.3. The Publicity and Communications Director shall prepare schedules of events and activities for the Association to be distributed to members as required.

### **8. *Ways and Means Director***

- 8.1. The Ways and Means Director shall facilitate all fund raising activities including, but not limited to Casino Events, Bottle Drives, Silent Auctions, Grant Applications and Sponsorships.

### **9. *Registrar***

- 9.1. The Registrar shall be responsible for maintaining the membership list for the Association including current mailing addresses of all members and must make this list available to everyone approved by the Board.
- 9.2. The Registrar shall be responsible for ensuring all player registration applications are complete and are processed in a timely manner and that all registrations are delivered to the appropriate league organization as required.

### **10. *Auditing***

- 10.1. The books, accounts and records of the Treasurer shall be audited at least once per year by either a firm of external auditors or by a committee of at least two members of the association, who are not Directors, appointed to do so by the Board of Directors.
- 10.2. The fiscal year of the Association shall be January 1 to December 31.
- 10.3. The books, accounts and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any time upon giving reasonable written notice and arranging for a time to do so that is satisfactory to the Directors having charge of same but not to exceed 20 days.

### **11. *Meetings***

- 11.1. The Association shall meet at least once annually (The Annual General Meeting) held on or before April 30 each year. At least ten (10) days notice of all general meetings shall be given to each member of the Association at the member's last known email address.
- 11.2. The business of the Annual General Meeting shall include, but not be limited to the Election of Directors and the submission of the Financial Statements and the Annual Budget.
- 11.3. The President may call General Meetings for any reason and he shall call a General Meeting upon receipt of a petition signed by not less than 20 members. Such petition shall clearly state the reason for calling such a meeting. The President will instruct

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the Secretary to issue a notice of meeting as in section 11.1 with the notice clearly stating the reason for calling such a meeting.

- 11.4. A quorum for any General Meeting shall be 15 members of the Association.

### **12. Voting**

- 12.1. All members shall have the right to vote in person and not through proxy at any General Meeting of the Association
- 12.2. Only Directors shall have the right to vote at any Board of Directors meeting.
- 12.3. The Board of Directors may, by simple majority vote of the Directors present at a properly constituted Board meeting, institute any Policy, Directive, Regulation or Rule which it deems necessary for the proper governance of the affairs and operations of the Association, subject to the limitations of these Bylaws and any direction given to it by the membership at a properly constituted General Meeting of the Association.
- 12.4. If there is an assistant to a Director role, that person can be empowered to vote on behalf of the Director when the Director is absent. This delegation of voting authority must be supplied in writing to the Secretary.
- 12.5. The President is not eligible to vote unless there is a tie and a decision vote is required.

### **13. Remuneration**

- 13.1. No Director may receive any remuneration for his services as a Director of the Association.
- 13.2. No Honorarium of any kind will be paid to any Director of the Association.

### **14. Borrowing Powers**

- 14.1. For the purposes of carrying out its objectives the Association may borrow or raise or secure the payment of money in such manner as it sees fit.

### **15. Investing**

- 15.1. If not required immediately, proceeds may be put into a separate interest-bearing account or be used to buy short-term deposit certificates. Funds may not be borrowed for this purpose.

### **16. Bylaws**

- 16.1. These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General Meeting. Notification of the proposed changes must be included in the Notice of Meeting as in section 1.3.

