



BYLAWS

Current as of 17 October, 2009

LAKELAND DISTRICT SOCCER ASSOCIATION

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**LAKELAND DISTRICT SOCCER ASSOCIATION
BYLAWS**

ARTICLE 1 – NAME

- 1.1 The name of this Society shall be the “Lakeland District Soccer Association” hereinafter referred to as the “Association”, or “LDSA”, which shall be the governing body of soccer for the Alberta Soccer Association District #12 in the Province of Alberta. The Association has not adopted a society seal but the above logo represents the Association.

ARTICLE 2 – DEFINITIONS AND INTERPRETATIONS

- 2.1 In these Bylaws, unless the context otherwise requires:
- a) “**ASA**” refers to the Alberta Soccer Association.
 - b) “**Active Member**” means a local soccer association within the district who is approved for membership by the Board and agrees to abide by the Bylaws and Rules and Regulation set forth by LDSA.
 - c) “**Application**” means the document directed to Corporate Registry which declares the desire of the applicants who sign it to form a Society.
 - d) “**Associate Member**” means an organization operating on an inter-communities basis within the District, such as a school league, who has been approved for membership by the Board and agrees to abide by the Bylaws, and rules and regulations set forth by LDSA.
 - e) “**Auditor**” means any individual(s) authorized to examine and verify records.
 - f) “**Board of Directors**” means the Officers of the Society along with the Past President of LDSA and the President or his/her appointed designate of each Active and Associate Member of LDSA.
 - g) “**Director**” means a person who helps to manage the affairs of the Society.
 - h) “**District**” is the geographical area defined by the Alberta Soccer Association.
 - i) “**Executive Committee**” means the Officers of LDSA appointed at the Annual General Meeting and consisting of:
 - i. **President**
 - ii. **1st Vice President**
 - iii. **2nd Vice President**
 - iv. **Treasurer**

- j) **“General Meeting”** means that a general meeting of all Members of the Society called on no less than 21 days with advance written notice.
- k) **“Life Member”** means an individual specially recognized for long term service by majority membership vote at an Annual General Meeting of the Society.
- l) **“Member”** means a member of the Society and may refer to either an Active Member, Associate Member or Life Member, (as described in these Bylaws), depending on the context.
- m) **“LDSA”** refers to the Lakeland District Soccer Association.
- n) **“Special Resolution”** means a resolution passed at a General Meeting (of which not less than 21 days notice has been duly given) and by the vote of not less than seventy five percent of those Members who, if entitled to do so, vote in person or by proxy; or a resolution proposed and passed as a special resolution at a General Meeting.
- o) **“Objects”** means the purposes for which the Society is formed and for which it conducts its affairs which are described in the Application, as amended from time to time.
- p) **“Officer”** means a person who is appointed or elected to perform a specific function (e.g. 1st Vice President, 2nd Vice President, Treasurer). An Officer usually, but not necessarily belongs to the Society, and is described as having a position with the Society.
- q) **“Ordinary Resolution”** means a decision passed by a majority of Members or Directors voting favorable on a motion made.
- r) **“Proxy”** means the transfer of voting rights from one Member to someone authorized to vote for the Member in the Member’s absence.
- s) **“Quorum”** means the minimum number of persons who must be present in order to hold a valid meeting empowering that meeting to pass binding resolutions.
- t) **“Society”** means the Lakeland District Soccer Association.

ARTICLE 3 – OBJECTIVES

3.1 The LDSA shall uphold the following objectives:

- a) To encourage and promote recreational and competitive soccer in the District.
- b) To organize appropriate interlocking league schedules and tournaments in liaison with the soccer communities in the District.
- c) To select representative teams to compete in Provincial Championships.
- d) To promote the Alberta Soccer Association (ASA) development programs for officials, players, coaches and parents.
- e) To act as a liaison between the Community Soccer Associations, the ASA and the Canadian Soccer Association (CSA).
- f) To register in accordance with ASA guidelines all soccer players, coaches, and officials in the District.
- g) To promote an attitude of sportsmanship and good conduct from all who participate in soccer.

ARTICLE 4 – ORGANIZATION

4.1 LDSA shall be comprised of Members as hereinafter set out and shall be managed by a Board of Directors constituted as stated in these Bylaws

ARTICLE 5 – BOUNDARIES

5.1 The geographical boundaries of the LDSA will be as currently determined by the Alberta Soccer Association.

ARTICLE 6 – AFFLIATION

6.1 LDSA shall be affiliated as District #12 with and under the jurisdiction of the Alberta Soccer Association (ASA), and shall be subject to the Bylaws, Rules and Regulations of ASA, supplemented by additional rules to cover conditions unique to District #12.

ARTICLE 7 – MEMBERSHIP

7.1 LDSA shall be composed of the following categories of memberships:

- a) **Active Members** – shall be open to all constituted local soccer associations which represent a recognized municipal area within the District. Active Members shall

have the rights and responsibilities set out in these Bylaws including voting rights referred to in Article 13 hereof.

- b) **Associate Members** – shall be open to such organizations operating on an inter-communities basis within the District, such as school leagues. Associate Members shall have the rights and responsibilities set out in these Bylaws including the voting rights referred to in Article 13 hereof.
- c) **Life Members** – shall have the rights and responsibilities set out in these Bylaws, but shall have no voting rights as referred to in Article 13 hereof.

ARTICLE 8 – MEMBERSHIP FEES AND OBLIGATIONS

- 8.1 Annual Membership fees for each category of Membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of LDSA. They shall be based on the following criteria:
 - (a) A levy for each registered youth player and senior team of an Active Member.
 - (b) A levy for each associate member.
- 8.2 Any application from a person, entity or organization to be admitted in membership shall be submitted, in writing to the Board. The Board may admit or deny any membership to an applicant by a majority vote. The Board shall also determine the categorization of the membership in accordance with these Bylaws and the date of commencement of the membership. Any decision of the Board in relation to a membership shall be ratified (or reversed) by a majority vote of the Members at the next following General Meeting. If the Board decides against admittance, the application may be considered at the next General Meeting at the request of the applicant and voted upon by Members.
- 8.3 Active Membership shall be continuous unless the member:
 - a) withdraws from LDSA.
 - b) by conduct violates any part of the bylaws or regulations of LDSA, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by LDSA, notice of such hearing shall be given to all concerned in writing, not less than seven (7) days before such hearing.
- 8.4 Any active Member whose connection with LDSA may be terminated by resignation, (which is to be communicated in writing to the Board through the LDSA office) expulsion, or otherwise, shall forfeit all interest in the Association.

ARTICLE 9 – ANNUAL, GENERAL AND SPECIAL MEETINGS

Annual General Meeting

9.1 The Annual General Meeting of LDSA shall be held in Alberta each year prior to **December 15th** at a date and place determined by the Board. Notice in writing shall be given to all members of the Board, Active Members, Associate Members and Life Members, at least twenty-one days prior to the meeting, in writing (by mail or e-mail), confirming the date and location of the Annual General Meeting.

9.2 The Order of Business at the Annual General Meeting will be as follows:

- a) Roll Call and Confirmation of Quorum
- b) Approval of minutes of previous General Meeting
- c) Business Arising from the Minutes
- d) Reports
- e) Budgets
- f) Presentation and Consideration of Financial Statements
- g) Bylaws, Rules & Regulations
- h) Election of Officers
- i) New Business
- j) Adjournment

9.3 If within one hour from the time appointed for the Annual General Meeting a Quorum is not present; it shall stand adjourned to the same day of the next week, at the same time and place and if at such adjournment meeting a Quorum is not present, the Members present shall constitute a Quorum.

General Meetings

9.4 In addition to the Annual General Meeting of the Society, the Society may call additional General Meetings from time to time as required. Any General Meetings (other than the Annual General Meeting which shall be held in accordance with the provisions of section 9.1 - 9.3 above) shall be held in Alberta at a day and place determined by the Board. Notice in writing shall be given to all members of the Board, Active Members, Associate Members and Life Members, at least twenty-one days prior to the meeting, in writing (by mail or e-mail) confirming the date and location of the General Meeting.

9.5 The Order of Business at General Meetings will be as follows:

- a) Roll Call and Confirmation of Quorum
- b) Approval of minutes of previous General Meeting
- c) Business Arising from the Minutes
- d) Reports
- e) New Business
- f) Adjournment

9.6 If within one hour from the time appointed for the General Meeting a Quorum is not present; it shall stand adjourned to the same day of the next week, at the same time and place and if at such adjournment meeting a Quorum is not present, the Members present shall constitute a Quorum.

Special Meetings

9.7 Special Meetings may be called by the Board of Directors either on the vote of a majority of the Board or on receipt of a written request signed by no less than 1/3 of the Active and Associate Members. A Special Meeting must be called within thirty (30) days following receipt of a written request signed by no less than 1/3 of the Active and Associate Members.

9.8 All Members shall receive at least twenty-one days written notice (by mail or email) of the date, time and location and a description of any special business to be conducted at the meeting.

9.9 The Order of Business at a Special Meeting will be as follows:

- a) Roll Call and Confirmation of Quorum
- b) Special Business
- c) Adjournment

9.10 Only the special business as described in the notice of the Special Meeting shall be dealt with at the said meeting, except with the unanimous consent of those present.

ARTICLE 10 – RULES OF ORDER

- 10.1 All meetings of LDSA shall be conducted in accordance with Robert’s Rules of Order insofar as they may apply.

ARTICLE 11 – PRESIDING OFFICER

- 11.1 The President shall preside at all meetings of LDSA, and in his/her absence, the 1st Vice-President shall take the chair. In the absence of both these Officers, the 2nd Vice-President shall take the chair.

ARTICLE 12 – QUORUM

- 12.1 Except as otherwise provided in these Bylaws, no business shall be transacted at an Annual General Meeting, a General Meeting or a Special Meeting of the Members unless a Quorum of persons entitled to vote is present at the meeting personally or by proxy, at the time the meeting commences.
- 12.2 A Quorum for the transaction of business at any Annual General Meeting, General Meeting or Special meeting or other meeting of the Members shall be **four** Active or Associate Members present in person, each being a Member entitled to vote thereat or duly appointed proxy holder or representative for a Member so entailed.

ARTICLE 13 - VOTING

- 13.1 Those who shall be qualified to vote and to take part at the Annual General Meeting or any General or Special Meeting of LDSA shall be accredited delegates of Active Members and Associate Members.
- 13.2 The number of accredited delegates of Active members and Associate Members entitled to attend and vote at meeting of the Society shall be as specified within Article 14 of these Bylaws.
- 13.3 Each Active Member at the Annual General Meeting or any General or Special Meeting of LDSA shall be entitled to have all its votes cast whether it is presented by one or all of its delegates but not by any other member (i.e.: no proxy votes can be cast by one Member on behalf of another Member).
- 13.4 At the Annual General Meeting and at any General or Special Meeting of LDSA, voting shall be by a show of hands unless a vote by ballot is requested and approved by a majority of the Members. Motions shall be passed by Ordinary Resolution unless otherwise required by the Bylaws of LDSA or the *Societies Act* (Alberta) or any other applicable laws enforced in the Province of Alberta.

- 13.5 If a vote by ballot is required, the chair shall appoint Scrutinizers who shall total the votes and report them to the chairman who shall announce the results to the assembly for the record.
- 13.6 The chairman of a meeting of the Members shall not be entitled to a second or casting vote.
- 13.7 Board Members shall have a voice but no vote at the Annual General Meeting or any General or Special Meeting.
- 13.8 Officers may not sit as voting delegates at the Annual General Meeting or any General or Special Meeting.

ARTICLE 14 – DELEGATES TO MEETINGS

- 14.1 **Active Membership** - An active Member of LDSA shall be entitled to the following voting rights at the Annual General Meeting or any General or Special Meeting of the Society:
- (a) one delegate with one vote for each two hundred and fifty (250) registered outdoor players, or portion thereof, calculated from the previous year's registration. The number of votes granted to a **single** Active member shall never, under any circumstances, be greater than 45% of the total present eligible votes.
- 14.2 **Associate Membership** – Each Associate Member shall be entitled to one (1) delegate or vote at the Annual General Meeting or any General or Special Meeting of the Society.
- 14.3 **Life Membership** - Each Life Member may introduce business and participate in discussion at the Annual General Meeting or any General or Special Meeting of the Society, but may not vote.

ARTICLE 15 – BOARD OF DIRECTORS

- 15.1 The business and affairs of LDSA shall be managed and conducted by a Board of Directors. The Board shall, subject to the Bylaws and any directions given it by the Members at any meeting properly called and constituted, have control of the management of the affairs of the LDSA. Any specific duties of the Board of Directors shall be as determined at the first Board meeting following each Annual General Meeting.
- 15.2 The Board of Directors shall consist of: the President, the 1st Vice President, the 2nd Vice President, the Treasurer, and the Executive Director, as well as the Past-President; and the president or his/her appointed designate of each Active and Associate Members of LDSA.

- 15.3 When the President or an Active Member has been elected as an Officer of LDSA, then the Vice-President of the Active Member shall normally become that Member's representative on the Board of Directors, unless that Active Member designates another of its officers in writing to become that Member's representative on the Board.
- 15.4 The Executive Officers of LDSA shall be the President, the 1st Vice President, the 2nd Vice President, and the Treasurer, who shall all be members of the Executive Committee.
- 15.5 The election of Officers shall be by Ordinary Resolution in accordance with the provisions of Article 18.
- 15.6 The Past-President shall sit as a full member of the Board with a two year term, subject to annual extension by the Board.
- 15.7 Meetings of the Board shall be at the call of the President or by a circulated written notice signed by a minimum of two members of the Board, in each case a minimum of 48 hours notice, unless such notice is waived by all Directors.
- 15.8 A Quorum for meeting of the Board of Directors of LDSA shall mean at least 50% plus one of the existing members of the Board.
- 15.9 A Director or Officer may be removed from office for any cause which LDSA may deem reasonable, by Ordinary Resolution passed at any meeting of the Board of LDSA.
- 15.10 No Officer shall continue in the same position for more than two (2) consecutive terms.

ARTICLE 16 – DUTIES OF THE BOARD

- 16.1 The Board shall act in the best interests of the Society and its Members.
- 16.2 The Board shall implement and control the policies, finances and general affairs of the LDSA in discharging its responsibilities to the Members.
- 16.3 The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already expressly provided for.
- 16.4 LDSA shall not be responsible for any expenditure made or any obligations assumed in the name of LDSA by any Member unless consent thereto has previously been given by the majority decision of the Board.
- 16.5 The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature and shall have the power to carry out the responsibilities specified in these Bylaws and specifically those enumerated in Section 27.8.

ARTICLE 17 – VACANCIES

17.1 Membership on the Board of Directors of the Society is not transferable. Directors who resign or are removed in accordance with these Bylaws shall be replaced either at the next Annual General Meeting of the Society or by a Quorum at any meeting of the Board of Directors.

17.2A Director of the Society ceases to be a Director when:

- (i) he or she dies or resigns
- (ii) he or she is replaced by the Active Member or Associate Member that he or she represents; or
- (iii) he or she is removed by the Board in accordance with subsection 17.3 below

17.3 A Director of the Society may resign by providing written notice to the President or Chairperson of the Board at any time. An Active Member or Associate Member may replace its designate on the Board at anytime by providing written notice to the President or Chairperson of the Board. A resignation or replacement becomes effective at the time a written resignation or replacement notice is sent to the Society or at the time specified in the resignation or notice, whichever is later. In addition to the above, the Directors of the Society may, by Ordinary Resolution at any meeting or by resolution in writing, remove any Director from the Board for any cause deemed reasonable.

If the individual resigning or being replaced or removed is a designate of an Active Member or an Associate Member, that Active or Associate Member shall have the right to replace their designate on the Board. If the individual resigning or being replaced or removed is an Officer who has been appointed at a General Meeting, the vacancy created may be filled at the meeting of the Board at which the Director is removed (or any subsequent meeting) or, if not so filled, may be filled at the next Annual General Meeting of the Society.

ARTICLE 18 - TENTURES AND ELECTIONS

18.1 The following positions shall be elected for a two (2) year term at the Annual General Meeting held in even-numbered years:

- (a) President
- (b) 2nd Vice-President

18.2 The following positions shall be elected for a two (2) year term at the Annual General Meeting held in odd-numbered years:

- (a) 1st Vice-President
- (b) Treasurer

ARTICLE 19 –DUTIES OF THE DISTRICT OFFICERS

- 19.1 **PRESIDENT** shall be an ex-officio member of all committees. He/she shall, when present and not in conflict with the purpose of the meeting, preside at all general/special meetings of the District and of the Board of Directors. The President will be responsible for the overall operation and coordination of the District.
- 19.2 **1st VICE-PRESIDENT** shall preside over the District meeting if the President is unable to chair the meeting and he is not in conflict with the general purpose of the meeting. The 1st Vice-President will chair the Discipline Committee. He/she shall have such other duties as prescribed.
- 19.3 **2nd VICE-PRESIDENT** shall preside over the District meeting if the President and 1st Vice-President are unable to chair the meeting and he is not in conflict with the general purpose of the meeting. The 2nd Vice-President shall chair the Discipline Committee if the 1st Vice-President is unable to chair the meeting. He/she shall have such other duties as prescribed.
- 19.4 **TREASURER** shall attend all meetings of the District and of the Board, be responsible for ensuring the proper auditing of the books, accounts and records of the District duly qualified accountant appointed at the Annual General Meeting, or by two members of the District for that purpose at the Annual General Meeting. The fiscal year end of the District shall be September 28th of the current season, and the audit will be completed by October 31st in order to be ready for the Annual General Meeting. He/she shall have such other duties as prescribed.
- 19.5 **EXECUTIVE - DIRECTOR** shall report to the Board as a non-voting member. He/she shall keep accurate minutes of all Association Meetings including Directors' meetings. Such minutes shall be maintained at all times in the designated office of the District, and may be inspected by members, following proper acceptance of the minutes, at any time during normal business hours. The books and records of the District may be inspected by any member of the District at the Annual General Meeting, or at any time, following the acceptance of the books by the Board, upon giving reasonable notice and arranging a time during normal business hours satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

He/She shall have charge of the Seal of the District and whenever used, shall be authenticated by the signature of the Executive Director and the President, or in case of death or inability of either to act by the Vice President. In the case of the absence of the Executive Director, his/her duties shall be discharged by such officer as appointed by the Board. In the case of the Executive Director's position becoming vacant, the Board shall appoint an officer to fill the position temporarily until a new Executive Director can be appointed at the next District meeting.

The Executive Director shall prepare a financial budget outlining registration fees and other revenues, and itemized projected expenses and fees for officials for the District and present it to a District General Meeting for approval by March 1 of each year. The District shall not approve a deficit budget.

The Executive Director shall have charge of all the correspondence of the District and be under the direction of the President and the Board. He/she shall distribute all appropriate correspondence and information to the appropriate Director as promptly as possible.

He/she shall also keep a record of all the members of the District and their addresses, send all notices of the various meetings as required, and may collect and receive the annual dues or assessments levied by the District.

The Executive Director shall also file an annual return with the Society's Branch before the end of January each year.

The Executive Director shall keep an up-to-date listing of all rules and operating policies that result from ordinary resolutions passed from time to time at meetings of the District. Each resolution shall have a number consisting of the month, date, year it was passed attached to it and be kept in a separate resolutions file for easy access.

The Executive Director shall also file the names and addresses of the newly elected board, and a copy of the audited financial statement by December 31st of each year with the ASA.

The Executive Director shall also file any changes to the Bylaws with the Societies Branch and the ASA.

The Executive Director shall receive all moneys paid to the District and shall be responsible for the deposit of the same in whatever Bank, Credit Union or Treasury Branch the Board may order. He/she shall keep a proper set of accounting records that properly account for all funds of the District. He/she shall present a full detailed account of receipts and disbursements to the District whenever requested, and shall prepare for submission to the Annual General Meeting a duly audited statement, hereinafter set forth as the financial position of the District and submit a copy of the same to the Secretary for the records of the District. The books and records of the District may be inspected by any member of the District at the Annual General Meeting, or at any time, following the acceptance of the books by the Board, upon giving reasonable notice and arranging a time during normal business hours satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

The Executive Director is to be given an honorarium for his/her duties as determined by the District Membership.

- 19.6 **PAST PRESIDENT** shall assure continuity in the running of LDSA and shall provide assistance and resource to the Executive Committee as needed. This is a non-voting position.

ARTICLE 20 – AUDIT AND INSPECTION OF RECORDS

- 20.1 The financials records of LDSA shall be audited at least once each year by a duly qualified Auditor appointed at the Annual General Meeting or by two members of the District for that purpose at the Annual General Meeting. The Auditor shall not be a member of the Board of Directors. Copies of the financials statements audited as aforesaid shall be presented at each Annual General Meeting.
- 20.2 The fiscal year of LDSA shall be from the first day of September to the last day of August. In the first year of operations of the Society, a mini-fiscal year may be established. Thereafter, budgets will be prepared, approved and managed on a full Fiscal Year basis.
- 20.3 Auditors shall be appointed annually at the Annual General meeting to audit the accounts of LDSA.
- 20.4 The books, accounts and records of LDSA may be inspected by any Active or Associate Member of LDSA at the Annual General Meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall, at all times, have access to such books and records.

ARTICLE 21 – STAFF

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

ARTICLE 22 – COMMITTEES

- 22.1 The Board may constitute committees, as it deems necessary to ensure efficient administration of the affairs of LDSA and such committees shall have the responsibilities and duties established by the Board from time to time. The Board shall establish the Executive Committee which shall have the duties set out in these Bylaws as well as other duties determined by the Board. In addition, the committees may include:
- a) Discipline & Appeals
 - b) Bylaws & Rules and Regulations
 - c) Referee matters
 - d) Coach/Player Development matters

- e) Nominations
- f) Competitions matters

22.2 The chairperson of each and any Committee shall be appointed by the Board.

ARTICLE 23 - INDEMNIFICATION OF DIRECTORS

- 23.1 Every director and officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve a director or officer from the duty to act in accordance with the *Societies Act* (Alberta) and the regulations there under or from liability for any breach thereof.
- 23.2 Subject to the *Societies Act* (Alberta) the Society shall indemnify a director or officer or, a former director or officer and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society, if (a) he or she acted honestly and in good faith with a view to the best interests of the Society; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful. The Society shall also indemnify such person in such circumstances as the *Societies Act* (Alberta) or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

ARTICLE 24 - AMENDMENTS TO BYLAWS

- 24.1 All proposed amendments to the Bylaws shall be forwarded, in writing, to the Board of Directors of LDSA no later than sixty (60) days prior to the Annual General Meeting or Special General Meeting called for that purpose.

- 24.2 Copies of proposed amendments to the Bylaws shall be sent to all Active and Associate Members who shall distribute same to the general members in their respective jurisdiction. This shall be done not less than twenty-one (21) days prior to the General Meeting at which they will be considered.
- 24.3 Bylaws may be rescinded, altered or added to by a “Special Resolution” as defined herein.
- 24.4 Only Active Members, Associate Member or members of the Board of Directors of LDSA shall be permitted to propose amendments to these Bylaws.

ARTICLE 25 – AMENDMENTS TO RULES AND REGULATIONS

- 25.1 Amendments to the Rules and Regulations of LDSA in place from time to time be decided by vote at the Annual General Meeting or at any other General or Special Meeting called for that purpose. All proposed amendments to the Rules and Regulations of LDSA shall be sent to the Executive Director at least thirty (30) days before the date set for the meeting, for distribution to the Active and Affiliate Members at least twenty-one (21) days prior to the meeting.
- 25.2 An Ordinary Resolution passed at a General or Special Meeting (or by written resolution) is all that is required to approve proposed changes to the general rules and regulations of the Society.

ARTICLE 26 – BORROWING POWERS

- 26.1 For the purpose of carrying out its objects LDSA may raise, borrow or secure the payment of money in such a manner as it thinks fit and may make advances of money or enter into any other financial agreement.

ARTICLE 27 – CODE OF CONDUCT

- 27.1 Members have an obligation not only to abide by the Bylaws and Rules and Regulations of ASA, but also to LDSA, and to act in a manner that evidences their commitment to the principles and intent of the Bylaws and Rules and Regulations.
- 27.2 All members will be treated equitably and fairly in all matters. Members shall not discriminate against other members by means of different, unequal or inconsistent treatment applied to individuals or segments of the members.
- 27.3 Private interests shall not provide the potential for, or the appearance of an opportunity for benefit, wrongdoing or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.

- 27.4 Information or data entrusted to Members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to LDSA, or that betrays a trust or confidence.
- 27.5 Members shall at all times exhibit behaviors that maintain LDSA's reputation and shall at no time harm or hinder LDSA or its ability to represent the sport.
- 27.6 No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures or physical contact that whether indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered inappropriate behaviors, be it ethnic, religious or sexual in nature.
- 27.7 The interaction or involvement of Members under the jurisdiction of LDSA shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or explicit.
- 27.8 The Code of Conduct set out above shall be applied in relation to the interpretation and enforcement of these Bylaws and Rules and Regulations of LDSA and the ASA in force from time to time and the Board shall have the authority to enforce all such rules and to carry out the following:
- (a) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for. In keeping with their duty to enforce all the laws all the time and without waiting for an official protest or appeal, the Board shall immediately inquire into the circumstances of any alleged irregularity which may be brought to their attention by a duly responsible officer of any Member and take appropriate action without delay. This in no way shall enable the complainant to gain anything personally there from.
 - (b) The Board shall have power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and is empowered to use if necessary, its authority in the preservation and enforcement of good order in accordance with the Bylaws of LDSA and the ASA.
 - (c) The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature. The Board or its delegates may, at a hearing or appeal, receive and base its decision upon evidence adduced at the hearing or appeal and considered by it to be credible or trustworthy in the circumstances of each case.

ARTICLE 28 – CONFLICTS OF INTEREST

- 28.1 On election to the position of a Director of LDSA or a Director of a Member of LDSA, the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter update such disclosure.
- 28.2 A Director of LDSA or a Director of a Member of LDSA shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities.
- 28.3 A Director of LDSA or a Director of a Member of LDSA shall not benefit directly or indirectly from any transaction with LDSA, unless it is to the clear advantage of LDSA as determined by the Board of LDSA.
- 28.4 A Director of LDSA or a Director of a Member of LDSA shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside non-profit or charitable organization.
- 28.5 Except as otherwise permitted under these bylaws, a Director of LDSA or Director of a Member of LDSA shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of LDSA.
- 28.6 Any deviation or perceived deviation from these Conflict of Interest Rules shall be acted on only if reported, in writing, by the complainant to the Board of LDSA.
- 28.7 Any Director who, by personal or business conduct violates any part of Article 28 may be suspended from the Board of Directors by two-thirds (2/3) majority vote of the entire Board of LDSA after an investigation has been made at which the Director concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated; notice of such hearing shall be given to all concerned, in writing, not less than ten (10) days before such meeting. Such suspension will remain in effect until ratified by the membership of LDSA at its next General Meeting.

ARTICLE 29 – REMUNERATION

- 29.1 No Director, Officer or Member of LDSA shall receive any remuneration from services rendered to the Society in their capacities as Directors, Officers or Members, provided that any person shall be entitled to remuneration for reasonable expenses incurred in relation to society business. This provision shall not affect remuneration paid to employees of the LDSA if any, in their capacity as employees who are also Directors, Officers or Members.

ARTICLE 30 – POWERS OF THE SOCIETY

- 30.1 LDSA shall have the capacity, rights, powers and privileges of natural person to operate and conduct business for the purpose of carrying out its objectives.
- 30.2 LDSA may acquire and take, by purchase, donation, devise or otherwise, all kinds of real estate and personal property, and sell, exchange, mortgage, lease, improve or develop it and may direct and maintain any necessary buildings and facilities.

ARTICLE 31 – SIGNING AUTHORITY

- 31.1 Signing authority shall be given to the President, 1st Vice-president, Treasurer and the Executive Director. Two signatures are required on all cheques issued on behalf of the District, one of which must be the Executive Director's signature.

ARTICLE 32 – DISSOLUTION OF THE DISTRICT

- 32.1 In the case of dissolution of the Association, all assets remaining after payment of all liabilities of LDSA shall be gifted to the active communities within the District of Lakeland accordingly to a percentage of their number of participants in the LDSA program.
- 32.2 Gaming Funds: (Only)
Any gaming funds assets remaining after paying debts and liabilities to be:
- Dispersed to eligible, charitable or religious group or purposes:
 - Transfer in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group of purpose approved by the board.