

**BY-LAW NUMBER 1
OF THE
EASTSIDE YOUTH SOCCER ASSOCIATION INC.**

1. Definitions

- a. In this By-law and any other By-law of the Association, unless otherwise specified:
 - i. “Act” means *The Non-Profit Corporations Act, 1995*, of Saskatchewan and includes any amendments or successive act or acts that may be passed to replace it;
 - ii. “Association” and/or “EYSA” means the Eastside Youth Soccer Association Inc.;
 - iii. “Board” means the Board of Directors of the Association duly elected by the members or appointed by the Board pursuant to this By-law, from time to time;
 - iv. “Directors” and “Board of Directors” means the Board of Directors of the Association that are duly elected in office or appointed pursuant to this By-law from time to time;
 - v. By-law means any By-law of the Association that may be passed or in force from time to time;
 - vi. “CSA” means The Canadian Soccer Association;
 - vii. “FIFA” means the Fédération Internationale de Football Association;
 - viii. “Governing Body” shall refer to the SYSI and if the context requires to the parent organizations, the SSA, CSA, and/or FIFA;
 - ix. “Member” means a member of the Association as defined in Article 7 of this By-law;
 - x. “PSL” means the Premier Soccer League established by the SSA, and includes any replacement or successor program;
 - xi. “SSA” means the Saskatchewan Soccer Association;
 - xii. “SYSI” means Saskatoon Youth Soccer Inc.;
 - xiii. “Zone” means the geographic area of the City of Saskatoon currently designated by SYSI as “Zone 5” in which the Association carries on its activities subject to all of the rights, privileges, and obligations contained in the rules and by-laws of SYSI and the SSA;
 - xiv. Headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms of the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
 - xv. Words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neutral genders;

2. Name and Organization

- a. The name of the Association shall be “Eastside Youth Soccer Association Inc.”;
- b. The Association shall be organized as a not for profit corporation, and incorporated under *The Non-Profit Corporations Act, 1995*; of Saskatchewan;

3. Registered Office

- a. The Registered Office of the Association shall be at such place in the City of Saskatoon as the Board may from time to time establish;

4. Objectives

- a. As its primary objective, the Eastside Youth Soccer Association Inc. is committed to building our community by:
 - i. fostering a passion for soccer and community involvement in players, members and volunteers to the fullest extent of their interest and ability;
 - ii. developing and delivering excellent, innovative and enjoyable soccer programs that are age and skill appropriate and that encourage the participation and development of players of all ages and skill levels in a safe, supportive and harassment-free environment;
- b. The Association shall ensure that it has the financial, technical, and volunteer resources necessary to fulfill its primary objective;
- c. The Association shall enforce the rules, regulations, policies, and principles of the sport of soccer and the Governing Body, as they may be in force from time to time, insofar as possible within the Zone;
- d. The Association may refine, restate, clarify and expand upon the objectives stated here, provided that the spirit and intent of such refinement, restatement, clarification, or expansion maintains the overall spirit and intent of these objectives.

5. Affiliation

- a. Eastside Youth Soccer Association Inc. is an independent not for profit corporation;
- b. As a founding member of SYSI, the Association is voluntarily affiliated with SYSI, and is subject to all of the Rules, Regulations and Policies of the Governing Body during the continuance of its affiliation with the Governing Body;
- c. The Association’s membership with the Governing Body may only be terminated by a 3/4 majority vote of the Association members at a special meeting of the members called for the purpose of considering the question of ending the membership with the Governing Body and for no other purpose;

6. Territory and Boundaries

- a. During the continuance of its membership with the Governing Body, the territory over which the Association shall have jurisdiction shall be the area allocated to it by the Governing Body, which area is currently designated as Zone 5;
- b. In the event that the Governing Body does not have a clear description of boundaries of Zone 5, or in the event that the Association is no longer a member of the Governing Body, then the Board may by ordinary resolution designate the boundaries of the Association;

7. Membership

- a. The Association shall have three (3) classes of Members:
 - i. Regular Members shall include individuals that meet any one or more of the following criteria:
 1. Registered players;
 2. The parents and/or legal guardians of registered players that are 18 years of age or under;
 3. A registered coach;
 4. A registered assistant coach;
 5. A registered team manager;
 6. A volunteer holding any position prescribed by the Board;
 7. A member of the Board; and
 8. Any other person or class of persons prescribed by the Board;
 - ii. Honorary Members:
 1. The Board may designate an individual as an honorary member for a specific period of time;
 - iii. Life Members:
 1. The Board may designate an individual as a Life Member.
- b. Where a regular membership is held by a minor, that membership unit may not be voted by the minor, but may be voted by one of the minor's parents or legal guardians who shall be entitled to exercise all of the rights of the membership on behalf of the minor including to receive notice of, attend, be heard and vote at all meetings of members;
- c. Where an individual is entitled to membership under more than one category or class of membership identified in Article 7(a), or to multiple memberships by reason of Article 7(b) that individual may hold only one membership and his membership rights are equal to the class of membership having the most rights;

8. Term of Membership:

- a. All membership interests in the Association shall end concurrently with the fiscal year end of the Association, unless terminated earlier for cause or by resignation, or unless continued by reason of the continued qualification of the member under one or more category or class of membership.
- b. For Regular Members:
 - i. A Player, Coach, Assistant Coach, or Team Manager becomes a member when his name appears on the Registrar's list of Registered Players and Team Officials at any time during a fiscal year and, unless terminated earlier for cause or by resignation, he remains a member for the remainder of that fiscal year;
 - ii. A parent or legal guardian of a registered player becomes a member when the player's name appears on the Registrar's list of Registered Players and Team Officials at any time during a fiscal year and, unless terminated earlier for cause or by resignation, he remains a member for the remainder of that fiscal year;
 - iii. A person holding a prescribed volunteer position at any time during a fiscal year becomes a member when he is appointed to the volunteer position and he remains a member for so long as he holds the prescribed volunteer position and, unless terminated earlier for cause or by resignation, for the remainder of the fiscal year in which he discontinues holding the prescribed volunteer position;
 - iv. A Director becomes a member upon election or appointment to the Board in accordance with this By-law and, unless terminated earlier for cause or by resignation, ceases to be a member at the end of the fiscal year in which he resigns his directorship;
 - v. A person or class of persons prescribed by the Board becomes a member upon the conditions stated in the prescription made by the Board;
- c. For Honorary and Life Members:
 - i. A person becomes an Honorary or Life Member upon designation of that person as an Honorary Member by the Board;
 - ii. An Honorary Membership ceases when the time specified by the Board expires, or if no time was specified by the Board, then an Honorary Membership ceases at the end of the fiscal year following the year in which the designation was made;
 - iii. A Life Membership continues for the life of the individual appointed, unless revoked earlier for cause, by the Board;

9. Membership Rights and Fees

- a. Subject to Article 10:
 - i. Regular Members shall have the right to receive notice of, attend, be heard and vote at all meetings of Members;

- ii. Honorary Members and Life Members shall have the right to receive notice of and to attend and be heard at all meetings of members but shall not be entitled to vote;
- b. No Member has any right to share in the Property of the Association upon dissolution;
- c. A membership interest is Non-Transferable and may NOT be voted by proxy;
- d. Membership fees for regular members may be established and varied by ordinary resolution of the Board.

10. Discipline Suspension and Termination of Membership

- a. A member may be fined, censured, suspended or expelled for violation of any of the Association's or the Governing Body's By-laws, Rules, Policies, Code of Conduct, or Directives or for any conduct which the Board determines has the effect of bringing the Association into disrepute;
- b. A person that is subject to discipline pursuant to Article 10(a) is entitled to a hearing in accordance with the Association's published Policies and Rules and the Rules of the Governing Body;
- c. The Board may establish policies governing the conduct of discipline hearings or any hearing to revoke a membership interest, which policies shall be in accordance with the principles of natural justice;
- d. Membership in the Association may be terminated:
 - i. Upon the Member submitting a signed letter of resignation;
 - ii. If the Member is expelled in accordance with this article;
 - iii. If the Member moves outside the boundaries of the Association and is no longer eligible to register with the Association;
 - iv. Upon the Member becoming a member of another soccer club or association within the district that the Association is formed;
- e. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the Governing Body;
- f. Where an individual's membership is suspended or revoked, that individual is not entitled to membership under any other class or category of membership, and is not entitled to any rights under Article 7(b), until the suspension or revocation has been terminated;

11. Board of Directors and Officers

- a. The Association shall be governed by a Board of Directors which shall consist of not less than one (1) Director, and not more than thirty (30) Directors to be elected from the membership of the Association at the Annual General Meeting or appointed in accordance with Article 11(d);

- b. Directors shall hold office for a renewable term of two years or until his successor is appointed;
- c. Directors may resign their office or appointment by submitting a signed letter of resignation to the Board;
- d. Vacancies on the Board or a vacancy in an Office of the Board may be filled at a regular meeting of the Board by appointment of the President, or in the vacancy of the office of President by the chair of the meeting, but subject to the approval of the nominee by the Board;
- e. A Director appointed pursuant to article 11(d) shall serve until the next Annual General Meeting at which Meeting the appointment of the Director shall be confirmed by majority vote of the members and upon such confirmation, the Director shall serve until the term of office ends in accordance with article 11(j) or 11(k) of this By-law;
- f. The Officers of the Board shall be:
 - i. President;
 - ii. Vice President;
 - iii. Treasurer;
 - iv. Secretary; and
 - v. Registrar;
- g. The Board may by ordinary resolution, establish, amend, or repeal additional Offices of the Board up to the maximum number of Directors permitted by the Articles;
- h. The following additional Offices have been previously established by the Board, and are continued in this By-law, but subject to Article 11(g);
 - i. Chair of the Technical Committee;
 - ii. Chair of the Coordinators' Committee;
 - iii. Coaches' Associate;
 - iv. Communications Director;
 - v. Community Association Representative;
 - vi. Equipment Manager;
 - vii. Facilities Coordinator;
 - viii. SYSI Representative;
 - ix. SYSI Discipline Committee Representative;
 - x. Volunteer Development Associate;
 - xi. Past President;
 - xii. Member at Large;

- i. All Officers shall hold office for a term of two years, except the Office of Past President which shall be for a one-year term, renewable for a second year;
- j. The following Officers' term of office shall commence and end in even - numbered years:
 - i. President;
 - ii. Secretary;
 - iii. Registrar;
- k. The following Officers' terms shall begin and end in odd-numbered years:
 - i. Vice President;
 - ii. Treasurer;
- l. All other Officers may start and end their term of office in even- or odd-numbered years, according to the year of their election;
- m. Officers may serve more than one term in office and may hold more than one office;

12. Qualifications of Directors and Officers

- a. A Director must be of sound mind and of the age of majority in the Province of Saskatchewan;
- b. A Director or Officer may not have a criminal record, be an un-discharged bankrupt, or be subject to any mental, physical or other disability that renders him incapable of performing any of the duties of a director or of the office to which he is elected;
- c. A person who is or was an employee of the Association within the past 24 months preceding his nomination, may not be a Director or Officer;
- d. A Director must be resident within the boundaries of the Association OR must otherwise be a member or be eligible to be a member of the Association;

13. Duties of Directors and Officers:

- a. All Directors are expected to:
 - i. Not be absent from two or more consecutive meetings of the Board, without satisfactory explanation;
 - ii. Be prepared for all meetings by reading the reports that is distributed to the Board for the meeting;
 - iii. Submit written reports in a timely manner as required for all meetings of the Board and annual meetings;
 - iv. Act at all times in the best interests of the Association, and to conduct the business of the Association with integrity, and with best efforts for the benefit of the Association and the Members;
 - v. Conduct themselves at all times in accordance with the objectives of the Association, and in a manner that exemplifies integrity, good character and community leadership;

- b. **The President** shall chair all meetings of the Board and Meetings of Members of the Association. The President shall have overall responsibility for the stewardship of the Association. The President provides leadership and direction for the Board and serves as the voice of the collective will of the Board. The President is accountable to the Board;
- c. **The Vice President** The Vice President shall work closely with the President in providing leadership and direction for the Association. The Vice President focuses generally on matters internal to the Association. The Vice President assumes the duties of the President in the absence or inability of the President to act. The Vice President is accountable to the Board;
- d. **The Secretary** shall perform clerical functions for the Board at the request of the President and shall be responsible for recording the minutes of all meetings of the Board and of the Executive Committee, and for carrying out such other duties assigned by the President. The Secretary is accountable to the Board;
- e. **The Treasurer** The Treasurer shall ensure that complete and accurate records are kept of the accounts of the Association. The Treasurer is responsible for fiscal administration of the Association's assets and accounts, preparation of the seasonal budget, protection of Association assets, and implementation and monitoring of financial systems and procedures. The Treasurer shall, if required by the Board, provide a quarterly financial report to the Board and shall prepare the Annual Financial Statements for the Association to be filed with the Corporations Branch. The Treasurer is accountable to the Board;
- f. **The Registrar** shall be responsible for maintaining a membership list for the Association in accordance with the requirements of the Act, and for player, team personnel and team registration for EYSA. The Registrar shall be responsible for ensuring that the Association's registration procedures comply with the Rules and Regulations set out by SYSI, SSA and the PSL. The Registrar is accountable to the Board;
- g. **The Board** may by ordinary resolution adopt job descriptions for Officers of the Association to expand upon the roles of the Officers provided that such job descriptions are not contrary to this By-law or the Act;

14. Conflict of Interest and Remuneration

- a. No Director shall receive any remuneration for his service to the Board or the Association, but a Director shall be reimbursed for reasonable expenses incurred in fulfilling their duties on the Board, or for the Association;
- b. Any Director that finds himself in a conflict of interest with respect to any matter that comes before the Board, shall disclose the conflict of interest to the Board and shall abstain from voting on the matter and shall refrain from involvement in discussion of the matter except to respond to questions. The chair may ask the Director who is in a conflict of interest to excuse himself from the meeting during the discussion and voting on the matter. In the event the President is in a conflict of interest, the Vice President shall take the chair to deal with the matter involving the conflict of interest;

- c. Contracts with Directors are not prohibited, provided the Director complies with provisions of this By-law and the Act with respect to disclosure of an interest in a contract, and abstinence from voting on any motion involving the contract;

15. Removal of Directors

- a. No Director shall be removed for arbitrary reasons but may be removed if:
 - i. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - 1. if she/he becomes incapable of performing the business of the Association;
 - 2. if she/he is absent from two or more consecutive meetings of the Board without satisfactory reason;
 - 3. if she/he no longer resides in reasonable proximity to the Association;
 - 4. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - ii. the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
 - 1. if she/he has been found guilty of an offence under the Harassment Policy of the Provincial Association;
 - 2. if she/he has been found guilty of an offence involving violence under the Discipline Policy of the Provincial Association;
 - 3. if she/he has failed to properly account for monies or other property belonging to the Association;
 - 4. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association.
- b. A Director may be removed from office by the Board for good and sufficient cause by a 2/3's majority vote of the Directors present, provided notice to remove the Director has been given to all Directors of the Association.

16. Committees

- a. The Board may establish, dissolve, and suspend such Standing and Special Committees as it deems necessary to accomplish the objectives of the Association;
- b. The Board may establish, amend and repeal the terms of reference for any Committee as it deems necessary to accomplish the objectives of the Association;
- c. The Standing Committees of the Association which are established or continued in this By-law but subject to Articles 16(a) and 16(b) shall be:
 - i. **The Executive Committee** which shall consist of the President, Past President, Vice President, Secretary and Treasurer;

- ii. **The Budget Committee** which shall consist of the Executive Committee members plus such other Directors as the President may from time to time appoint;
 - iii. **The Technical Committee** which shall consist of one Director designated the Chair of the Technical Committee, plus such other members as the Board may from time to time appoint;
 - iv. **The Tournament Committee** which shall consist of at least one Director of the Board and up to ten (10) other members, to be appointed to the Committee by the President, in consultation with the Committee;
- d. Committees shall serve in an advisory capacity to the Board and do not have the authority to make decisions, or act, for the Board, unless specifically authorized by the Board to make decisions or act in regard to a specific event, such as the Tournament Committee;
 - e. All Committees may invite individuals who are not Directors to Committee meetings to assist them in carrying out their work. Committees may establish Sub-Committees;
 - f. The President is an ex-officio member of all committees.

17. Notices

- a. Directors shall be given adequate notice of all meetings of Directors, which shall be distributed by email or by such other means as the Board, by ordinary resolution, may establish from time to time;
- b. Notices of all meetings of Members shall be posted on the EYSA website at least 15 days prior to the meeting, and shall be distributed by email and it shall be the responsibility of the Member to establish an email address to receive such notices, and to ensure that the email address on record of the Association is updated with the Member's current email address;

18. Meetings and Procedures

- a. Unless otherwise decided by the Board, all meetings of the Association shall be conducted in accordance with Robert's Rules of Order, with such modifications as may be required in the circumstances;
- b. The Board may, by ordinary resolution, adopt procedures and policies to govern its own processes and the conduct of meetings of Directors and Members, provided that such procedures and policies do not contradict this By-law or the Act;
- c. Meetings of Directors:
 - i. Unless otherwise established by policy, the Board shall meet monthly on such day as the President may establish in consultation with the Board;
 - ii. Quorum for regular meetings of the Board shall be a majority of the elected or appointed Directors;

- d. Meetings of Members:
- i. There shall be an Annual General Meeting of the Members, which shall be held within 60 days of the fiscal year-end of the Association;
 - ii. A Special Meeting of the Members may be called in accordance with the provisions of the Act;
 - iii. An official notice of each meeting shall be posted on the web site of the Association or emailed to all members not less than 15 days prior to the meeting of members;
 - iv. Quorum at any meeting of members shall be the equivalent number of members as the number of directors that constitutes a quorum at a meeting of the Board;
 - v. Voting –Voting at all meetings of members shall be by show of hands unless there is a majority resolution to vote by secret ballot;
 - vi. The agenda of the Annual General meeting shall include:
 1. Roll Call;
 2. Minutes of Previous Annual General Meeting;
 3. President's Address;
 4. Officers' Reports;
 5. Treasurer's Report;
 6. Auditor's Report or motion to dispense with an Auditor's report;
 7. Appointment of Auditors or motion to dispense with appointment of an Auditor;
 8. Other Reports;
 9. Unfinished Business;
 10. Amendments to the By-Laws;
 11. Election of Officers and Directors;
 12. Any Other Business;
 13. Adjournment;

19. Emblem and Seal

- a. The Emblem of the Association shall be such symbol, or emblem as the Board may from time to time establish by policy;
- b. The Seal of the Association shall be comprised of the Emblem of the Association circumscribed by the name of the Association, an impression of which is emblazoned in the margin beside this paragraph;
- c. The Board may establish policies governing the use of the Emblem and the Seal;



- d. The President or his designate shall be the custodian of the Seal of the Corporation;

20. Banking and Finance

- a. Fiscal Year – The Fiscal Year of the Association shall be from September 1 to August 31 of the following year;
- b. Banking Arrangements
 - i. The Board shall be authorized to transact the business of the Association as it sees fit, including, without limitation, the borrowing of money and the giving of security therefor, which shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize;
- c. Signing Officers for Banking and Finance
 - i. Where the Board consists of less than three Directors, the Signing Officers shall be all of the members of the Board;
 - ii. Where the Board consists of three or more Directors, there shall be one Primary Signing Officer and two Secondary Signing Officers. The Primary Signing Officer shall be either the President or the Treasurer. The Secondary Signing Officers shall be appointed by the President from among the President, Vice President, Treasurer, Secretary, and/or Registrar. Signing of all cheques and financial instruments shall require the signature of the Primary Signing Officer, and one of the two Secondary Signing Officers' signatures;
- d. Signing Officers for Execution of Contracts
 - i. The Signing Officers established in article 20(c) of this By-law, are authorized to execute contracts on behalf of the Corporation, except that the President shall be the Primary Signing Officer for execution of contracts;
- e. Auditor
 - i. The Auditor of the Association shall be such person as the Board may from time to time appoint;
 - ii. Unless otherwise required by a vote of the members as provided in the Act, the Board may resolve not to appoint an auditor in each year;
 - iii. The Board shall appoint a person to perform a review engagement of the financial statements of the Association not less frequently than at the end of the fiscal year when there is a change in the office of the Treasurer;

- iv. Unless otherwise required by a vote of the members as provided in the Act, the Board may resolve not to appoint a person to perform a review engagement in each year;

21. Records

- a. The custodian of the records of the Association shall be the President or a person designated by the President;
- b. The records of the Association may be kept in electronic form in accordance with the requirements of the Act;
- c. The Board may adopt such policies from time to time as deemed necessary or advisable concerning the keeping of records in electronic or other form, to comply with the requirements of the Act;

22. Indemnity of Directors and Officers

- a. The Association shall indemnify and save harmless the Directors and Officers of the Association, their heirs, executors, administrators and estate from any claims, damages, debts, liabilities, or legal action against the Association or against the Director or Officer, provided the Director or Officer was acting in good faith and for actions that did not amount to gross negligence;

23. Dissolution

- a. The Association may be dissolved only upon 3/4 majority vote at a special meeting of members called for the purpose of considering the question of dissolution and for no other purpose;
- b. Upon dissolution, the assets of the Association shall be distributed to the next highest level of soccer organization governing the sport of soccer in the District formerly served by the Association or to another related sport organization within the Province of Saskatchewan;

24. Amendments

- a. The Board may propose amendments to this By-law which shall be approved by majority vote at a regular or special meeting of the members of the Association;
- b. Proposals from the membership for amendments to this By-law shall be made in accordance with section 127 of the Act and submitted to the Board not less than 90 days before an Annual General Meeting. Member proposals must be approved by a majority vote of the Board, and of the Membership;

25. Dispute Resolution

- a. The Association may establish a Dispute Resolution Process to deal with disputes within the Association;
- b. Where the Association has established a Dispute Resolution in accordance with article 25 a., then any dispute arising within the Association must exhaust

the Association's Dispute Resolution Process before accessing the Governing Body's Dispute Resolution or Appeal Processes;

- c. The Association shall adhere to the Dispute Resolution process as published and approved by the Governing Body from time to time;
- d. Any Member of the Association may initiate the Dispute Resolution process by communicating in writing to the Governing Body, with a copy to the Association and Governing Body, the nature and facts of the dispute;
- e. The Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute;
- f. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process;
- g. The Association shall make available to any Member the Dispute Resolution process when requested;

26. Harassment

- a. The Association shall adhere to the Harassment Policy as published and approved by the Governing Body from time to time;
- b. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Association;
- c. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment;
- d. The Association shall make available to any Member the Harassment Policy when requested.

27. Appeals

- a. Any Member or registrant of the Association directly affected by a decision of the Association may appeal such decision. The denial or termination of Membership in the Association may be appealed by a non-Member;
- b. A decision of the Association may be appealed to the Governing Body with which the Association is affiliated.
- c. The appeal shall be conducted in accordance with the Governing Body's published rules;
- d. An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association's operations, except where the selection, appointment and revocation process outlined in the Association's published rules have not been followed;

- e. An individual may not appeal a decision made by the Association regarding a player's team assignment.

28. Coming into Force

- a. The By-laws shall supersede all previous By-laws and shall come into force at, and be effective from, the effective date passed by the Members.

Approved by the Board of Directors
September 28, 2009

Per: James Ridgway
President

Approved by the Members

Per: _____