



***SOCCKER NOVA SCOTIA
BY-LAWS***

Approved by Membership on
May 25, 2008

This page intentionally left blank

SOCCKER NOVA SCOTIA BY-LAWS

Table of Contents

ARTICLE 1	NAME	5
ARTICLE 2	HEAD OFFICE	5
ARTICLE 3	OBJECTS.....	5
ARTICLE 4	CORPORATE SEAL	5
ARTICLE 5	FISCAL YEAR.....	5
ARTICLE 6	MEMBERSHIP	5
ARTICLE 7	FEES	8
ARTICLE 8	ANNUAL GENERAL MEETING	9
ARTICLE 9	SPECIAL GENERAL MEETING.....	9
ARTICLE 10	RULES OF ORDER	10
ARTICLE 11	VOTING.....	10
ARTICLE 12	BOARD OF DIRECTORS	10
ARTICLE 13	TENURE AND ELECTION.....	12
ARTICLE 14	PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS	12
ARTICLE 15	EXECUTIVE COMMITTEE.....	13
ARTICLE 16	DUTIES OF OFFICERS AND DIRECTORS	13
ARTICLE 17	POWERS OF THE BOARD OF DIRECTORS.....	14
ARTICLE 18	QUORUM	16
ARTICLE 19	INDEMNITY	16
ARTICLE 20	VACANCIES	16
ARTICLE 21	AUDIT OF ACCOUNTS	16
ARTICLE 22	AMENDMENTS.....	16
ARTICLE 23	OTHER REGULATIONS.....	17
ARTICLE 24	MISCELLANEOUS	17

This page intentionally left blank

ARTICLE 1 NAME

The name of the Organization shall be Soccer Nova Scotia, hereinafter referred to as "the Association".

ARTICLE 2 HEAD OFFICE

The Association shall be incorporated under the Societies Act for Non-Profit Organizations with its Head Office in the Halifax Regional Municipality in the Province of Nova Scotia.

The Association may establish such other offices and agencies elsewhere with Nova Scotia, as the Board of Directors may deem expedient by resolution.

ARTICLE 3 OBJECTS

The objective of this Association shall be to promote, develop and govern the game of soccer, both indoor and outdoor, in the Province of Nova Scotia.

ARTICLE 4 CORPORATE SEAL

The Association shall have a Corporate Seal, which shall be in the custody of the CEO.

ARTICLE 5 FISCAL YEAR

For the purpose of the Association, the financial year shall be from the 1st day of April to the 31st day of March following, both inclusive.

ARTICLE 6 MEMBERSHIP

- a) The Association shall be composed of the following categories of members:
 - i. District Membership, which shall be open to District Associations, is a governing organization that:
 - a) Is immediately subordinate to the Association within a District;
 - b) For the purpose of administrative jurisdiction, is situated within a designated region which has a defined geographic boundary. As of May 27th, 2007 the boundaries are designated as;

HALIFAX

The Halifax Region comprises the area bounded on the South by Lunenburg County and on the West by Hants County.

Specific Boundaries:

The Northern boundary of the Halifax Region includes the Pockwock Road and Hammonds Plains Road to Kearney Lake Road and any streets which feed onto Pockwock Road and Hammonds Plains Road, and the boundary of the former City of Halifax with the former Town of Bedford. The Halifax Region is bounded on the East by the Bedford Basin and Halifax Harbour. For greater certainty, any player whose residential address commences with postal code B3M shall be deemed to reside in Halifax Region. The Kearney Lake Road and the streets

feeding onto the Kearney Lake Road are within the Halifax Region. Further any player whose residence is located off the Hammonds Plains Road between Lucasville Road and Kearney Lake Road shall be eligible to register in either Suburban Region or Halifax Region, provided that the player shall then be deemed to reside in the Region where he or she first registers as a youth player.

SCOTIA/EAST HANTS/SACKVILLE

Lies primarily within the municipal counties of Halifax and Hants and abuts the neighboring regions of Halifax to the south and west, Valley to the west, Highland to the north and Dartmouth to the East. It includes but is not restricted to the communities of Beaverbank, Bedford, Sackville, Fall River, Waverly, Enfield, Elmsdale, Milford, and Shubenacadie.

Specific Boundaries:

To the south to the boundary of the town of Bedford and the City of Halifax. As additional clarity, residences with postal code B4A shall be deemed to be within Scotia/East Hants/Sackville region, those with B3M shall be deemed to be in Halifax region.

To the west out Highway 213 (Hammonds Plains Road) to the intersection with Lucasville Road. As additional clarity, residences located off of the Hammonds Plains Road between Lucasville Road and Kearney Lake Road shall be eligible to register in either Scotia/East Hants/Sackville region or Halifax region. However, following initial registration as a youth player in a region, the player shall be deemed to be within that region.

To the west to the boundary of the municipal regions of East Hants and West Hants. As additional clarity, East Hants to the west shall be deemed to be within Scotia/East Hants/Sackville region with the exception of Mount Uniacke which will be deemed to be within Valley region.

To the east to Highway 118

To the southeast along the Waverly Road to the boundary of the City of Dartmouth.

To the north to the boundary of the municipal regions of East Hants and Colchester County. For clarity purposes, exceptions to the boundary for the Scotia/Sackville/East Hants region to the north shall be:

- a) For Tier 2 players that reside in the municipality of East Hants under the jurisdiction of the South Colchester Academy High School within the Chignecto Central Regional School Board, these players shall be eligible to register in either Scotia/East Hants/Sackville region or Highland Region. However, following initial registration as a Tier 2 youth player in either region, that region shall be the only region where such a player shall be eligible to register as a Tier 2 player.
- b) For Tier 1 players that reside in the municipality of East Hants, these players shall be eligible to register in either Scotia/East Hants/Sackville region or Highland Region. However, following initial registration as a Tier 1 youth player in either region, that region shall be the only region where such a player shall be eligible to register as a Tier 1 player.

HIGHLAND

The region encompasses the counties of Cumberland, Colchester, Pictou, Guysborough and Antigonish.

Specific Boundaries:

To the south to the boundary of the municipal regions of Colchester County and East Hants. For clarity purposes, an exception to the boundary for the Highland region to the south shall be:

- a) For Mini and Youth Recreational players that reside in Colchester County under the jurisdiction of the East Stewiacke Elementary, Stewiacke Elementary, or Upper Stewiacke Elementary within the Chignecto Central Regional School Board, these players shall be eligible to register in either Scotia/East Hants/Sackville region or Highland Region.

HARBOUR EAST (DARTMOUTH)

The region lies within the Halifax County. The region includes all areas within Halifax County South East of Highway 118.

CAPE BRETON

The region encompasses all of Cape Breton Island.

VALLEY

The region encompasses the counties of Hants, Kings, Annapolis and Digby.

Specific Boundaries:

For clarity purposes, Mount Uniacke which borders the Scotia District shall be deemed to be within the Valley Region.

SOUTH SHORE

This region encompasses the counties Yarmouth, Shelbourne, Queens, and Lunenburg.

- c) Has an Executive elected by its membership, at least one General Meeting per calendar year and a Constitution registered with Soccer Nova Scotia;
 - d) Has at least eight hundred registered players; or has at least 400 registered players and such geographical characteristics as would require a separate District (as approved by membership).
- ii. Admits into membership clubs in accordance with appropriate District Association's By-Laws. Such membership or renewal of membership may be denied by the District Association for cause. Any club/team wishing to join, or participate in, a League in Membership shall be a member in good standing of a District Association.

NOTE: Associations not meeting all the criteria of a District Association, but meeting the geographical requirements, would be Associate members; but would not be entitled to vote at a Soccer Nova Scotia General Meeting per Article 11 (d) (ii).

- iii. League Membership, which shall be open to all properly constituted Inter-District and Provincial Leagues that are immediately subordinate to the Association, and control its teams, for league operation purposes only, in accordance with bylaws, policies and procedures.
- iv. Associate Membership, which shall be open to all properly constituted organizations operating on a provincial/national basis to promote the game of soccer.
- v. Life Membership, which shall be open to persons who have rendered valuable service to the Association.
- vi. Regional Referee Association, which shall be open to all properly constituted referee associations in Nova Scotia. Each Regional

Referee Association is afforded two (2) votes at Soccer Nova Scotia Annual General Meetings.

- b) Any member may be required to resign by a vote of three-quarters of the votes cast by members present and eligible to vote at an annual or Special General Meeting.
- c)
 - i. Only a member in good standing may exercise member rights as established in the By-laws, Policies and Procedures of the Association.
 - ii. To be in good standing a member must be in compliance with the By-laws, Policies and Procedures of the Association.
 - iii. A member may be declared by the Board of Directors to be not in good standing because of non-compliance with the By-laws, Policies and Procedures of the Association or non-payment of any monies due to the Association. In any such case, the member shall be advised in writing of the declaration of the Board of Directors that must be ratified by a simple majority of the delegates in attendance and entitled to vote at the next General Meeting of the Association.
 - iv. Any loss of membership rights shall become effective immediately following ratification in accordance with 6(c)(iii).
- d) A District Association or League in Membership or any Association or League in Membership's affiliates, registrants, leagues, clubs, players, referees or officials shall not refer disputes with the Association or any other National Association to a court of law, but shall be required to submit any disagreements to the jurisdiction of the Association.

ARTICLE 7 FEES

- a) The affiliation fee for membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of the Association.
- b) District Associations shall pay an annual player levy calculated by a formula approved by a majority of delegates present and entitled to vote at a General Meeting of the Association, not later than eight (8) months prior to the levy coming into effect.
- c) Recognized Leagues in Membership shall pay an annual levy as determined by the Board of Directors and communicated to League(s) in Membership before February 28th of each year.
- d) Membership affiliation fees shall be due and payable before each Annual General Meeting and, in the case of new members; the affiliation fee shall be paid at the time of application for membership.

ARTICLE 8 ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Association shall be held in each year at a place and date to be determined by the Board of Directors.
- b) All members shall receive at least sixty (60) days notice of the Annual Meeting.
- c) A copy of the annual financial statement, together with a copy of the Auditor's Report, shall be forwarded to each District Association and League in Membership and to the Members of the Board of Directors of the Association at least fourteen (14) days before the date of the Annual General Meeting.
- d) The order of business at the Annual General Meeting shall be:
 1. Presentation of credentials
 2. Roll Call
 3. Minutes
 4. President's Address
 5. Secretary/Treasurer's Report
 6. Appointment of Auditors
 7. Committee Reports
 8. Amendments to by Bylaws
 9. Amendments to Policies and Procedures
 10. Unfinished Business
 11. Election of Officers
 12. Applications for New Membership
 13. Next Annual General Meeting
 14. New Business

The Chairperson may, at his/her discretion, introduce any special business for discussion after the approval of the Minutes.

ARTICLE 9 SPECIAL GENERAL MEETING

- a) A Special General Meeting shall be convened by the President:
 - i. At the request of a majority of the Board of Directors; or
 - ii. At the request of a majority of the District Associations.
- b) Each request by District Associations for a Special General Meeting must be accompanied by a fee, as established by the Board of Directors, from each District Association signing the request, which may be forfeited or returned in whole or in part as the meeting may decide. Such meeting shall be held in the most central point for Associations requesting same.
- c) Board of Directors and all Members shall receive thirty (30) days notice of any Special General Meeting and the subjects to be dealt with thereat.
- d) Only the business set out in the requisition calling a Special General Meeting shall be dealt with at the meeting except with the unanimous consent of those present.

ARTICLE 10 RULES OF ORDER

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

ARTICLE 11 VOTING

- a) Members of the Board of Directors shall have a voice but no vote at all General Meetings. The President of the Association shall have a casting vote only.
- b) Each District Association in good standing, having filed the last AGM Minutes and past year's financial statements with the Association, shall be entitled to the following representation at all General meetings of the Association.
 - One vote for the first two hundred dollars, or part thereof, of player registration fees paid for the period of April 1 to March 31 preceding the AGM;
 - One vote for each additional five hundred dollars, or part thereof, of player registration fees paid for the period of April 1 to March 31 preceding the AGM, up to a maximum of six votes;
 - One vote for each additional one thousand dollars, or part thereof, of player registration fees paid for the period of April 1 to March 31 preceding the AGM;
- c) Each League member in good standing shall be entitled to two delegates and two votes.
- d) Each Associate Member in good standing shall be entitled to one delegate each of whom shall have a voice but no vote.
- e) Each voting member shall be entitled to have all its votes cast whether it be represented by one or all of its delegates, but not by any other member.
- f) Life members shall be entitled to a voice, but no vote at all meetings of the Association.
- g) All delegates must be appointed by the appropriate member and notice of their appointment shall be sent to the Association no later than fifteen (15) days before a General Meeting.
- h) Each voting member shall be entitled reimbursement by the Association of the expenses of one delegate.

ARTICLE 12 BOARD OF DIRECTORS

The business of the Association shall be directed by a Board of Directors, which shall be comprised of the Officers and Directors and an Athlete Representative.

- a) There shall be seven Officers:
 - i. President
 - ii. Vice President

- iii. Secretary/Treasurer
- iv. Director of Competitions
- v. Director of Technical
- vi. Director of Referees
- vii. Chief Executive Officer (CEO)

Each of the above officers shall be a member of the Board of Directors. The CEO shall have a voice but no vote at all meetings of the Association and of the Board of Directors and the Executive Committee.

- b) There shall be seven Directors: Representatives of designated regions, one representative per region, as nominated by the region. Such representative is to be determined by such District Association or Associations, as are active members in the region.

Designated Regions are named as follows:

- 1. Halifax
- 2. Highland
- 3. Cape Breton
- 4. Scotia United/East Hants/Sackville
- 5. Valley
- 6. South Shore
- 7. Harbour East

- c) Officers and Directors that are to be elected shall be nominated by members, and shall have 30 days after being elected to become CPIC cleared, failing which their position shall be declared vacant. (2008)
- d) Directors shall be elected each for a two-year term in accordance with the following schedule.
 - i. In even-numbered years:
 - Halifax;
 - Scotia United/East Hants/Sackville/
 - South Shore
 - i. In odd-numbered years:
 - Cape Breton;
 - Highland;
 - Valley;
 - Harbour East
- e) Directors shall provide, at the Soccer Nova Scotia May Board Meeting, a written report on the operations of the district(s) and clubs within their constituency including copies of Annual General Meeting minutes, financial statements, and list of elected officers for each.
- f) There shall be two Director-at-Large board members for persons excelling at issues affecting the sport.

- g) The Director-at-Large board members shall be recruited by the Board and appointed by the Board at any board meeting. Any such appointment to the Board shall be for one (1) year, with re-appointment subject to Board approval one (1) year from date of last appointment.
- h) Director-at-Large board member positions may remain vacant indefinitely at the discretion of the Board.

ARTICLE 13 TENURE AND ELECTION

Officers shall be elected each for a two-year term, in accordance with the following schedule:

- i. In even-numbered years:
 - Vice President
 - Director of Referees
 - Director of Technical
- ii. In odd-numbered years:
 - President
 - Secretary/Treasurer
 - Director of Competitions
- iii. The Officers shall not simultaneously hold elected office in a member organization for more than ninety (90) days immediately following their election as an officer of this Association. Failure to comply shall result in the office in this Association being vacated.

ARTICLE 14 PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS

- a) To be elected as an Officer a candidate must have a majority of the valid votes cast.
 - i. In any contested election, voting shall be by secret ballot;
 - ii. If a person receives a majority of the valid votes cast, s/he is elected.
 - iii. If no person receives a majority of the valid votes cast, there shall be another ballot, from which the name of the person receiving the least number of votes in the previous ballot shall be omitted.

If more than three persons are contesting an office, this process is repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot;
 - iv. If two or more candidates have the least number of votes, the meeting shall determine, by ballot, which of them shall be removed from the next ballot;

- v. No paid employee of any affiliated Association, League or Club and no paid employee of this Association shall sit as an elected member of the Board of Directors.
 - vi. An Officer, desirous of accepting nomination to a different Office shall first resign from his/her current position.
 - vii. Nominations for the positions of Officers of the Association shall be made by members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the Secretary of the Association no less than thirty (30) days prior to the General Meeting at which the nomination is to be considered;
Nominations from the floor are not permitted except as follows;
 - 1. where no nomination is received in accordance with By Law clause 14 a (vii)
 - 2. where a candidate is nominated for the position of an Officer and accepts but is not elected, that person may run for a subsequent position that is open for election during that meeting.
 - 3. Notwithstanding the fact that one or more nominations were made in accordance with 14 a) vi) and 14 a)vii) upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the floor for that position. (2008)
- b) To be elected as a Director a candidate must be the designated representative of the nominating region.

ARTICLE 15 EXECUTIVE COMMITTEE

- a) This Committee shall consist of the seven officers of the Association. (2008)
- b) During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board in the direction of the affairs of the Association, save and except only such acts as must by law be performed by the Board itself.

ARTICLE 16 DUTIES OF OFFICERS AND DIRECTORS

- a) The President shall be the Chairperson of the Association. S/He shall preside at all meetings of the Association and of the Board of Directors. (2008)

S/He shall have a vote but not a casting vote at all meetings of the Board of Directors and of the Executive Committee. S/He shall be an ex-officio member of all committees.
- b) The Vice-President shall act in the absence of the President.
- c) The Directors shall have such duties as prescribed and each director, as a regional representative shall:
 - i. Be the official representative of the Association within that region; and

- ii. Represent and uphold the interests of the District Association(s) within that Region, in the affairs of the Association.
- d) The Secretary/Treasurer shall be responsible for the Corporate and Fiscal affairs of the Association and shall have other such duties as prescribed.
- e) All Officers and Directors shall abide by the Association's Policy and Guidelines on Conflicts of Interest and Standards of Conduct, as approved from time to time by the Board of Directors, and Section 98 of the Canada Corporations Act, and shall sign an undertaking to do so.

ARTICLE 17 POWERS OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall be vested with the authority to direct the affairs of the Association.
- b) The Board of Directors of the Association are hereby authorized from time to time:
 - i. To borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise.
 - ii. To issue debentures or other securities of the Association;
 - iii. To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - iv. To mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real and personal, immovable and moveable, undertaking and rights of the Association, present and future, to secure any debentures or other securities of the liability of the Association, present or future;
 - v. To create committees;
 - vi. To delegate to such officer(s) or committees of the Association as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine,
- c) If the office of the President shall become vacant for any reason during his/her term of office, the Vice-President shall succeed him/her as President and the Board of Directors shall appoint a new Vice-President.
 - i. If the office of an officer, other than the President becomes vacant during his/her term of office, the Board of Directors may appoint a new officer in his/her stead.
 - ii. If a Director's position becomes vacant during his/her term of office the affected region may appoint a new director in his/her stead.

- iii. Those persons named or appointed as herein provided to fill vacant offices shall serve until the Association's next Annual General Meeting.
- d) The Board of directors may suspend any member of the Association.
- e) Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the CEO and either the President or Vice-President, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall be empowered from time to time by Resolution to appoint an Officer or Officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by Resolution of the Board of Directors.
- f) The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Association and of all other matters necessary for showing the true state and condition of the Association, and the accounts shall be kept in such manner as the Board of Directors shall think fit and to the satisfaction of the auditors. The books of account shall be kept at such place or places as the Board of Directors shall appoint and shall be open to the inspection of members of the Association with the consent of the Board of Directors or of a special Resolution of the Association.
- g) Any act of the Board of Directors, whether introverts of the Board of Directors or not, which is sanctioned either expressly or impliedly at a subsequent Annual General Meeting of the Association shall be deemed to be an act of the Association and may not afterwards be impeached by any member of the Association on any grounds whatsoever.
- h) The Board of Directors, Officers or Committee members as such shall not receive any stated remuneration for their services, but the members of the Board of Directors, Officers or Committee members attending any General, Board or Standing Committee meetings called in pursuance of these By-laws shall be entitled to be paid such transportation and per diem allowance out of the funds of the Association as the Board of Directors may decide to be reasonable, provided the funds of the Association may permit.
 - i. The CEO shall have the power to authorize extraordinary expenditures up to a maximum of two thousand dollars (\$2,000.00);
 - ii. The Executive Committee shall have the power to authorize extraordinary expenditures up to a maximum of ten thousand dollars (\$10,000.00);
 - iii. All extraordinary expenditures in excess of ten thousand dollars (\$10,000.00) must be approved by the Board of Directors prior to the commitment of funds.

ARTICLE 18 QUORUM

- a) At all Board of Directors' meetings a majority of voting Board members shall form a quorum.
- b) At General Meetings, a majority of the Districts in Membership must be represented to constitute a quorum.
- c) At Executive Meetings, a majority of elected Executive Members shall form a quorum.

ARTICLE 19 INDEMNITY

Every Officer or Member of the Board of Directors, or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

ARTICLE 20 VACANCIES

The office of a member of the Board of Directors shall be vacated:

- a) If s/he becomes an employee of an affiliated Association, League or Club or if s/he becomes an employee of this Association;
- b) If s/he shall absent himself/herself from three meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors;
- c) If s/he has been removed by Resolution of the Association for misconduct for good and sufficient cause.

ARTICLE 21 AUDIT OF ACCOUNTS

- a) The accounts of the Association shall be audited annually by a licensed Public Accountant. (2008)
- b) The auditors shall be appointed by the members annually at the Annual General Meeting. (2008)

ARTICLE 22 AMENDMENTS

- a) All proposed amendments to these By-laws must be received by the Association in writing not less than sixty (60) days prior to a General Meeting.
- b) Copies of proposed amendments to these By-laws shall be sent to the Membership not less than thirty (30) days prior to the General Meeting at which they are to be considered.
- c) Amendments shall become effective upon attaining a three-fourths majority of the votes cast by the delegates present at the General Meeting.

ARTICLE 23 OTHER REGULATIONS

- a) The Association may make such miscellaneous Policies and Procedures as may be deemed necessary to promote, develop and govern the game of soccer.
- b) The Association may make such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- c) No such Policies and Procedures or other regulatory measures may violate an individual's rights or freedoms except as may be required to protect the rights and freedoms of any other individual and to ensure the stability of the basic structure of the game.
- d) The miscellaneous Policies and Procedures of the Association may be added to and/or amended between General Meetings by the Board of Directors, or by the Executive Committee; however, such amendments shall be ratified by the eligible voting delegates at the next ensuing General Meeting.
- e) The miscellaneous Policies and Procedures of the Association may be amended by a majority vote of those accredited members present at the Annual General Meeting, or at a Special General Meeting.

ARTICLE 24 MISCELLANEOUS

- a) Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and the Board of Directors shall be the responsibility of the Secretary.
- b) The books and records of the Association may be inspected by any member at any reasonable time within two (2) days' prior to the Annual General Meeting at the Registrar's office of the Association.
- c) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
The borrowing powers of the Association may be exercised by special resolution of the members.