

GREATER EDMONTON LACROSSE COUNCIL OBJECTIVES, BYLAWS, REGULATIONS, RULES AND POLICIES

OBJECTIVES

ARTICLE 1

This organization shall be called the Greater Edmonton Lacrosse Council.

ARTICLE 2

The operations of the GELC are to be carried on chiefly within the boundaries of the GELC. The GELC is the governing body of Amateur Lacrosse, within those boundaries, in accordance with its affiliation with the Alberta Lacrosse Association.

BYLAW 1 - INTERPRETATION

1.01 INDEX AND HEADINGS

The insertion of headings and the provision of an Index, are for convenience of reference only and shall not affect the construction or interpretation hereof.

1.02 TERMS

The terms "Bylaws", "hereof", "herein", "hereunder" and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word "Bylaw" followed by a number shall mean the particular Bylaw being part of these Bylaws.

1.03 SINGULAR, PLURAL, GENDER

Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include both genders.

"PERSON"

"Person", and other references to persons, includes any individual, firm, company, corporation, unincorporated body of persons, or association.

"IN WRITING"

"In writing" or "written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a

distant point of reception, including telecopier (fax), telex, telegraph, e-mail, or instant messaging.

1.04 **NOTICE**

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

1.07 **DEFINITIONS**

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

- (1) ALA shall mean the Alberta Lacrosse Association;
- (2) “Amateur” shall have that meaning as defined by the CLA from time to time;
- (3) “Annual Meeting” means the general meeting of the Members as provided for in Bylaw 4.01;
- (4) “Appeal” means an appeal pursuant to Bylaws;
- (5) “Appellant” means the person initiating an Appeal by filing a Notice of Appeal;
- (6) “Board” means the Board of Directors of the GELC;
- (7) “Bylaws” mean the Bylaws of the GELC as amended from time to time;
- (8) “CLA” means the Canadian Lacrosse Association;
- (9) “Club” means an association, registered as a body corporate in the Province of Alberta, which has adopted bylaws and regulations that are consistent with the Bylaws, Objectives, Regulations, Rules and Policies of the GELC and are approved by the Board and operates a program in Lacrosse with one or more Lacrosse Teams.
- (11) “Coach” means a person registered with the GELC as a coach of a Lacrosse Team;
- (11) “Council” shall mean the GELC;
- (12) “Director(s)” means a director of the GELC;
- (13) “Discipline” means correction, punishment, or penalty, and without limiting the generality of the foregoing, may include, but is not limited to, suspension, fine, expulsion or the posting of a bond;
- (14) “Financial Statement” means the financial statement of the GELC;
- (15) “Fiscal Year” shall have that meaning as defined in Bylaw 13.01;
- (16) “GELC” shall mean the Greater Edmonton Lacrosse Council;

- (17) "In good Standing" means paid the necessary fees and conformed to all other requirements
- (18) "In writing" includes printing, typewriting, or electronic communication including Fax, telex, telegraph, e-mail, or instant messaging.
- (19) "Lacrosse Team" means a group of persons comprised of not less than twelve (12) players, with at least one Coach, all of whom are registered with the GELC;
- (20) "League" shall have that meaning as defined by the CLA from time to time;
- (21) "Manager" means a person registered with the GELC as a manager of a Lacrosse Team;
- (22) "Member" means those persons or organizations who become members pursuant to Bylaw 2.01.
- (23) "Notice of Appeal" means that notice as provided for in Bylaw 11.08;
- (24) "Officials" means those persons who work as referees, time-keepers, goal judges, penalty-box attendants and other persons who may be required off the floor or field for the organized conduct of a game of Lacrosse;
- (25) "Officers" means the persons described in Bylaw 8.01
- (26) "Parties to the Appeal" means the Appellant, Respondent, and any other persons that the Chair of the Discipline or Appeals Committee, acting reasonably, may direct.
- (27) "Past President" means the immediately former President of the GELC;
- (28) "Person" and other references to persons, includes any individual, firm, corporation, unincorporated group of persons, or association.
- (29) "Player" means a person registered with the GELC as a player on a Lacrosse Team;
- (30) "President" means that person elected as the president of the GELC;
- (31) "Referee" shall mean a person registered as a referee with the ALA qualified to officiate Lacrosse in Alberta as may be determined from time to time by the ALA;
- (32) "Regulations" means those regulations adopted by the GELC for the administration and advancement of Lacrosse;
- (33) "Respondent" means that authority that has made a decision or ruling that the Appellant has appealed;
- (34) "Rules" means those rules of the game of Lacrosse as made from time to time by the GELC, ALA and CLA;

- (35) "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths (3/4) of such Members entitled to vote as are present in person at a meeting of Members of which notice specifying the intention to propose a resolution as a special resolution has duly been given;
- (36) "Suspension" means a temporary removal, from a person or member, of the privileges of playing Lacrosse games, or association with a Lacrosse Team or Member, or officiating lacrosse, or from any other activities relating to the game of Lacrosse under ALA sanctioned events; provided that a suspension must stipulate a length of time or number of Lacrosse games, or type of Lacrosse game or any combination thereof. Expulsion means a permanent removal, from a person or member, of the privileges described above.
- (37) "Vice-President" means that person elected as the vice-president of the GELC.

BYLAW 2 - MEMBERSHIP

2.01 REGULAR MEMBERSHIP

2.01.1 Regular Membership to the GELC is open to the following:

- (a) An Amateur Lacrosse Team that is not part of a Club, that satisfies the requirements of the GELC and whose primary place of operations is located within the bounds of the GELC.
- (b) Any Lacrosse Club (hereinafter referred to as "Member Club") whose place of operations is located within the bounds of the GELC and which satisfies the requirements of 1.07(10).

2.01.2 Membership in the GELC may be acquired by an application in writing to the Board expressing compliance with and adherence to the Objectives, Bylaws, Regulations, Rules and Policies of the GELC. Accompanying each application shall be the following:

- (a) Requisite fee for membership as established by the Board from time to time;
- (b) A copy of the applicant's constitution, objectives, bylaws and regulations;
- (c) A complete list of the names, addresses and phone numbers of the applicant's officers, which shall consist of at least a president and secretary.
- (d) Copy of intent letter that was sent to neighboring member clubs whose membership may be directly affected by the application;
- (e) A request to the board with the application for member jersey colours to be approved.

- 2.01.3** The Board shall have the sole and absolute right to accept or refuse an application for membership in the GELC.
- 2.01.4** Membership in the GELC shall take effect upon the acceptance of the application for membership in the GELC.
- 2.01.5** Each Member shall notify the Secretary of the Board immediately of any amendments to its objectives, bylaws and regulations and of any changes of its officers.
- 2.01.6** Members shall conduct their Annual General Meetings by December 31 of the current playing year. To maintain good standing all members shall provide a copy of their Annual General meeting minutes, Executive Lists and Annual Financial statements to the GELC office by January 15th of the following playing year.

2.01.7 **RESIGNATION**

Any Member may resign from membership in the GELC by submitting its resignation in writing to the Secretary of the Board. Upon submission such member shall forfeit its rights and privileges in the GELC and the Board may consider applications to replace the Member so resigning from the GELC.

2.01.8 **EXPULSION AND SUSPENSION**

- (a) A Member may be expelled or suspended from membership in the GELC by a resolution passed by two-thirds (2/3) of the Members in a meeting of Members called for that purpose. No Member shall be expelled without being notified of the complaint against it or without having first been given a fair hearing, in accordance with the rules of natural justice.
- (b) The Board may, by a vote of two-thirds (2/3) of the Directors, expel or suspend any Member who has failed to pay membership dues or fulfill their duties to the GELC.

2.01.9 **LOSS OF MEMBERSHIP**

- (a) A Member shall cease to become a Member of the GELC only by resignation or expulsion.
- (b) A Member who is suspended continues to be a Member but has no rights or privileges of Membership.

2.02 **ASSOCIATE MEMBERSHIPS**

- 2.02.1** The GELC shall have the right to approve an individual as an Associate Member.
- 2.02.2** An Associate Membership may be acquired by application in writing to the Board and such Membership shall take effect upon approval by the Board.
- 2.02.3** The Board shall have the sole and absolute right to accept or refuse an application for Associate Membership in the GELC.

2.02.4 Associate Members shall not be voting members, but shall be entitled to attend and take part in meetings of the Members.

2.02.5 Associate Members shall be entitled to the usual services provided to other Members, including the right to send representatives to clinics and schools conducted by the GELC.

2.03 **LIFE MEMBERSHIPS**

2.03.1 Life Membership is the highest honor which may be bestowed by the GELC. It is to be awarded to individuals only for very distinctive services to the GELC. Nominations for Life Membership must be forwarded to the Board in writing thirty (30) days prior to the 1st day of October in each year with the endorsement of at least four (4) Members on the nominating papers for each proposed Life Member. Life Members may act in an advisory capacity to the Board but shall not be eligible to vote on any issue.

2.03.2 The Board shall appoint Life Members by majority vote on any nomination for Life Membership.

BYLAW 3 - DUES

3.01 The annual dues for Membership in the GELC shall be determined annually by the Board.

3.02 Associate Members shall be required to pay an Annual Membership fee as directed by the Board.

3.03 Life Members shall not be required to pay Annual Membership Dues.

3.04 Upon payment of the Annual Membership Dues, a Member shall not be entitled to a refund.

**BYLAW 4 - MEETINGS OF MEMBERS
AND VOTING**

4.01 **ANNUAL MEETING**

The Annual Meeting shall be held during the month of November, in each year, in Edmonton, at a place and on a day to be fixed by the Board.

4.02 **ORDER OF BUSINESS**

At every Annual Meeting, in addition to any other business that may be transacted, the following shall be in the order of business:

- (a) Roll call of member delegates;
- (b) Reading of minutes from the last Annual Meeting;
- (c) Business arising from minutes;
- (d) President's report;
- (e) Treasurer's Report, including Annual Financial Reviews as per Bylaw 14;

- (f) Reports of Committees;
- (g) Notices of Motion;
- (h) Elections, in the following order, President, Secretary, Coaching Chair, in alternating years the Vice President, Treasurer;
- (i) Appointments;
- (j) New Business;
- (k) Adjournment.

4.03 SPECIAL MEETINGS

Other meetings of the Members (hereinafter called "Special Meetings") shall be convened for any time and place in Edmonton by a majority vote of the Board. The Board, upon receipt of a written request of a Special Meeting signed by four (4) Members in good standing, shall convene a Special Meeting in Edmonton within sixty (60) days of the receipt of the request. The order of business in 4.02 shall apply, with any necessary changes.

4.04 NOTICE

Notice of the time and place of all meetings of Members and the general nature of the business to be transacted shall be communicated to each Member on thirty (30) days prior notice. The notice of the meeting shall be deemed to be good and effective if sent to the last known email address of the Member dated thirty (30) days prior to the date of the meeting.

4.05 QUORUM

A majority of the Members in good standing and present in person or by proxy shall form a quorum at the Annual Meeting or Special Meeting. The quorum shall be fifty (50) percent plus one (1). In the event that a majority of the Members are not present within one half (1/2) hour of the hour given in the Notice of the said meeting, the chairperson of the meeting shall adjourn the meeting to date and time not less than twenty-one (21) days from the date of the original meeting. The Secretary shall give seven (7) days written notice to the Members of the date and place to which the meeting has been adjourned. A quorum for the adjourned meeting shall be one less than a majority.

4.06 RIGHT AND OBLIGATION TO VOTE AT MEMBERS' MEETINGS

4.06.1 At each meeting of the Members (Annual Meeting or Special Meeting) the following have the right to vote:

- (a) Each Member of the Executive Committee shall have one (1) vote;
- (b) Each Member in good standing has one vote.
- (c) Committee Chair and the RIC shall have one (1) vote.
- (d) Each such person shall vote on every motion unless excused by resolution of the Meeting or, unless disqualified by reason of conflict of interest as defined in 6.16.3, in which case that person shall not vote.

4.06.2 QUALIFICATIONS

In order for a Member to qualify for voting privileges at meetings of Members, the Member must:

- (a) Have had a Lacrosse Team(s) registered with the GELC in the year immediately preceding said meeting which was involved in active competition.
- (b) Pay the Annual Membership Dues.
- (c) Be in good standing with the GELC.
- (d) Be present in person or have its representative present at the meeting.

4.06.3 MEMBER'S REPRESENTATIVE

A Member of the GELC may appoint a person or persons (the "Member's Representative") to attend and vote on its behalf at meetings of Members.

4.07 VOTING

- (a) At all meetings of the Members of the GELC, every question shall be decided by a majority of the votes of those entitled to vote who are present in person unless otherwise required by the Bylaws or by law. Every question shall be decided in the first instance by a show of hands (having regard to the right of multiple votes of the Members) unless a poll is demanded by a Member, or Member of the Executive Committee. Unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the GELC shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.
- (b) The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes cast, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the GELC in a meeting of Members, upon the matter in question.
- (c) The member's vote may not be cast by a representative who is a member of the executive

4.07.2 CASTING VOTE

In case of an equality of votes at any meeting of the Members, whether upon such a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

BYLAW 5 – ZONES, Boundaries

- 5.01** The Zones of the GELC can and may be changed at a regular meeting of the GELC Board of Directors, as required, with the agreement of the affected members.

BYLAW 6 - DIRECTORS AND DIRECTORS' MEETINGS

6.01 AFFAIRS AND BUSINESS

The affairs and business of the GELC shall be managed or supervised by a Board of Directors who shall serve without remuneration and who may exercise all such powers and do all such acts and things as may be exercised or done by the GELC and are not by the Bylaws or by Statute expressly directed or required to be done by the GELC at meetings of the Members.

6.02 BOARD

The Board of Directors (herein referred to as the "Board") shall consist of the following:

1. **President**
2. **Vice-President**
3. **Past President**
4. **Treasurer**
5. **Secretary**
6. **Director of Coaching**
7. **Representatives of the Members**
8. **Chair of Discipline Committee**
9. **Chair of Promotion and Development Committee**
10. **Chair of Field Lacrosse Committee**
11. **Chair of Box Lacrosse Committee**
12. **Chair of Bingo and Gaming Committee**
13. **Referee in Chief**

6.06 QUALIFICATIONS

Each of the Directors shall be eighteen (18) years of age or over and shall reside in the Province of Alberta.

6.07 RESIGNATION

A Director may resign from office by giving notice in writing to the Secretary of the GELC and such resignation becomes effective in accordance with its terms or upon acceptance by the Board, whichever is the earlier date.

6.08 REMOVAL

6.08.1 The Members may, by resolution passed by a majority of the votes cast at a special meeting of Members duly called for that purpose, remove any Director officer before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of the term of the Director so removed.

6.08.2 The Board may, by a two-thirds (2/3) vote, remove a Director or officer who, in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct which impairs his/her performance as a Director.

6.08.3 Any Director who fails to attend Board Meetings on two (2) consecutive occasions, without just cause, which shall be determined by the Board, on motion passed by a majority of the Directors, may be removed as a Director.

6.09 **VACATION OF OFFICE**

The office of a Director is vacated if he resigns his office, if he is removed from office by the Members or Directors, as herein provided, or if he ceases to have the necessary qualifications.

6.10 **VACANCIES**

Where a vacancy occurs in the Board, or in the event that the Director is not elected, and a quorum of Directors then exists, the Directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not then a quorum of Directors in office, the Director or Directors then in office shall forthwith call a meeting of the Members to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

6.11 **PLACE OF MEETINGS**

Meetings of the Board may be held at the head office of the GELC or at any other place within the bounds of the GELC.

6.12 **MEETINGS BY TELEPHONE**

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by means of conference call or other communications equipment by means of which all persons participating in the meeting can hear each other, and a Director participating in a meeting pursuant to this subsection shall be deemed for the purposes of these Bylaws to be present in person at the meeting.

6.13 **CALLING OF MEETINGS**

Meetings of the Board shall be held at least once per month in March, April, May, and June and otherwise from time to time, at such place, at such time and on such day as the President or any four (4) Directors may determine, and the President shall call meetings when directed or authorized by any four (4) Directors, who shall state the business which is to be conducted at the meeting. Notice of every meeting so called shall be given to each Director not less than forty eight (48) hours before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified their consent.

6.14 **CONDUCT OF MEETINGS**

The order of Business at any regular meeting of the Board or its Committees shall be as follows:

- i. Call to order:
- ii. Reading and Approval of minutes:
 "Are there any corrections to the minutes?"
 "There being no corrections, the minutes will stand approved as read."
- iii. Business arising from minutes:
 Members may bring to the attention of the meeting any unfinished business from the previous meeting.
- iv. Reading and Approval of Agenda:
 "Are there any additions or corrections to the Agenda?"
- v. Reports of officers and Standing Committees:
 Directors (other than the Member Presidents) should be called upon to report in the order in which they are mentioned in the constitution, or bylaws of the organization.
- vi. New Business
- vii. Appointment of Committees:
 All new committees to be responsible for future projects can be chosen by any one of the following three methods:
 - a) Committee Chairperson and members are elected at the Committee meeting; or
 - b) Committee Chairperson and members are appointed by the President; or
 - c) The President appoints the Committee Chairperson with powers to select his/her own members.
- viii. Next Meeting
- ix. Adjournment
 Motion for adjournment; motion is seconded; chairperson calls for a vote; action depends upon majority vote. This motion cannot be discussed.

6.15 AGENDA ITEMS

If there are agenda items which require specific Directors or Committee Members to be present, and they are not present, the Chairperson shall immediately have those items tabled to the end of the meeting. If at the end of all other business, those Directors or Committee Members are still not present, those items shall be tabled until the next meeting.

6.16 MINUTES

The minutes of the Board and Committees meetings shall include motions considered, their disposition, and reports received, and shall be distributed to Members as soon as possible and in any event before the start of the next meeting.

6.17 VOTING

6.17.1 Directors and Committee Members shall vote on every motion unless excused by resolution of the Meeting from voting on a specific motion, or unless is qualified from voting by reason of a conflict of interest as contemplated pursuant to subsection 6.16.3.

6.17.2 Directors and Committee Members shall not vote on any question:

- a) Affecting a private company of which they are shareholders.
- b) Affecting a public company in which they hold more than one percent of the number of shares.
- c) Affecting a partnership or firm of which they are members.
- d) Concerning a contract for the sale of goods, merchandise, or services to which they are a party.
- e) Concerning a matter in which they have direct or indirect pecuniary interest, except questions of general benefit to a class of which they are, by statute, necessarily members.
- f) Directly affecting the placement or discipline of any player or personnel to whom they are directly related.

Any Director or Committee Member excluded because of the above shall so declare before discussion of the question and shall not participate in the debate, and shall be deemed absent for that specific question.

6.17.3 No absentee voting shall be allowed.

6.17.4 Recording: a Director or Committee Member may request his/her vote to be recorded in the minutes.

6.18 **MOTIONS**

6.18.1 Each Director or Committee Member, except the Chair Person, shall have the privilege of proposing motions for consideration with requirement of a seconder.

6.18.2 The Chairperson shall rule on the validity of any point of order. If a motion is ruled "out-of-order" by the Chairperson it shall be so recorded in the minutes along with the reasons stated for the ruling.

6.18.3 On any question, parliamentary courtesy shall be observed. The Chairperson and proposer shall have the right to open and close debate (proposer first and last), however, closure shall not take place until every Director or Committee Member choosing to speak has had the opportunity to do so.

6.18.4 A proposer shall not speak against a motion, even though he/she shall have the privilege of casting a vote against.

6.18.5 Where the right to speak on a question is itself a matter for debate, the Chairperson shall poll each Director or Committee member to ensure opportunity has been granted.

6.18.6 A proposer has the right to withdraw the motion at anytime, in which case it shall not be recorded in the minutes, and business shall proceed as if the motion had never been proposed.

6.19 **AMENDMENTS**

6.19.1 Each Director or Committee Member shall have the right to propose amendments to a question under consideration, providing the amendment enhances the intent of the original motion, and does not attempt to contradict its application.

6.19.2 An amendment, if accepted by the proposer of the original motion becomes part of the motion, and is not recorded separately in the minutes.

6.19.3 When an amendment is not accepted by the proposer of the original motion, all debate shall be confined to the merits of the amendment, unless it is of such nature that its determination practically decides the main question.

6.20 **DECORUM**

6.20.1 In debate, a Director or Committee Member shall confine comment to the question.

6.20.2 A speaking Director or Committee Member shall respect the Chairperson's right to speak or recognize a point of order or information. The speaking Director or Committee member shall defer to the Chairperson on such points.

6.20.3 Calling for the question, may be ruled out of order by the Chairperson if, in his/her opinion, the motion is being made in a frivolous manner, or in an attempt to suppress normal debate.

6.21 **SIGNED RESOLUTION**

A resolution signed by all Directors or Committee Members, shall be as valid and effectual as if it has been passed at a meeting of the Board or the Committee, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

6.22 **PAYMENT OF DIRECTORS AND EXPENSES**

All members of the Board or Committees shall not be entitled to reimbursement for other than the reasonable expenses incurred while engaged in business approved by the Board. Two members of the Executive shall countersign all expense claims to ensure their validity.

6.23 **FIRST MEETING OF NEW BOARD**

Provided that a quorum of Directors is present, each newly elected Board shall, without notice, hold its first meeting for the purpose of organization and the

appointment of Directors immediately following the Annual Meeting. In the event that there is not a quorum present, the first meeting shall be held at a place, date and time to be specified by those Directors present at the Annual Meeting which in any event shall be within one (1) month from the date of the Annual Meeting.

6.24 QUORUM

A majority of the Directors who have been appointed shall constitute a quorum, fifty (50) percent plus one (1), for the transaction of business at any meeting of the Board.

6.25 VOTES TO GOVERN

Excepting out the Chairperson, each Director present shall have one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chairperson of the meeting has a casting vote.

6.26 DISCLOSURE OF INTERESTS IN CONTRACTS

Every Director who has, directly or indirectly, any interest in any contract or transaction to which the GELC is or is to be a party, other than a contract or transaction limited solely to his remuneration as a Director, officer or employee of the GELC, shall declare his interest in such contract or transaction at a meeting of the Directors and shall at that time disclose the nature and extent of such interest.

6.27 INDEMNITY OF DIRECTORS AND OFFICERS

Except in respect of an action on behalf of the GELC to procure a judgment in its favor, the GELC shall indemnify a Director or Officer, and his heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of being or having been a Director or Officer of the GELC, if:

- (a) He or she acted honestly and in good faith with a view to the best interests of the GELC, and;
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

BYLAW 7 – POWERS OF THE DIRECTORS

7.01 POWERS OF THE BOARD

For the purpose of carrying out the objects of the GELC, the Board shall manage the affairs of the GELC and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the GELC and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the Board includes, without limiting the generality of the foregoing, the following:

- (a) to establish and define the Rules and Regulations of Lacrosse in the GELC, solely, finally, absolutely and exclusively, to the exclusion of any interference from any other body, subject always to the constitution, bylaws and rules and regulations of the ALA and the CLA;
- (b) to borrow, raise or secure the repayment of money in such manner, and upon such terms and conditions as the Board deems fit, and in particular by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of the GELC, provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a Special Resolution of the Members;
- (c) to approve all playoff schedules as submitted and formats;
- (d) to interpret and enforce the Bylaws, Policies, Rules and Regulations of the GELC, ALA, CLA and for the betterment of lacrosse in the GELC;
- (e) to recommend, draft and prepare changes to the Bylaws, for approval of the Members at the Annual Meeting;
- (f) to impose and enforce appropriate penalties upon the Members, Lacrosse Teams, Players, Coaches, Officials or other persons for violations or breaches of the Bylaws, Policies, Rules and Regulations of the GELC, ALA and/or the CLA, or for any violation or breach of a decision or ruling of the Board;
- (g) to appoint those Directors or Officers who are not elected pursuant to the Bylaws, and from time to time, define the duties of Officers, and the Agents and employees of the GELC;
- (h) to classify Lacrosse Teams, in its sole discretion, in all Categories or Divisions;
- (i) To approve or disapprove, in its sole discretion, applications for Membership.

7.02 BOARD'S AUTHORITY – FINAL AND BINDING

Subject only to those rights of appeal as provided for herein and in the constitution and bylaws of the ALA and the CLA, all decisions, rulings and interpretations of the Board are final and binding upon all persons, Members, Lacrosse Teams, Players, Officers, and Officials.

BYLAW 8 – OFFICERS, EXECUTIVE COMMITTEE, DIRECTORS AND STANDING COMMITTEES

8.01 OFFICERS

The Officers of the GELC, who shall serve without remuneration, shall consist of the following:

1. President;
2. Vice-President;
3. Treasurer

8.02 EXECUTIVE COMMITTEE

8.02.1 The Executive Committee, the Members of which shall serve without remuneration, shall be elected by the Members at the Annual Meeting and shall consist of the following:

1. President (two years)
2. Vice-President (two years)
3. Past President (one year after expiration of term of office as President)
4. Secretary (two years)
5. Treasurer (two years)
6. Coaching Director (two years)

The term of office of the President, Secretary and Coaching Director shall start in the same year; the term of office of the Vice-President and Treasurer shall start in the alternating years.

8.02.2 The Executive Committee shall generally assist in the general operations of the GELC, including, without limiting the generality of the foregoing, the following:

- (a) perform specific operations and duties as directed by the Board from time to time;
- (b) act as a steering committee for the Board making recommendations to the Board regarding policies and direction of the GELC;
- (c) Assist in the preparation of the GELC's Annual Budgets and have the proposed budget delivered to the Board no later than ten (10) days prior to the date of the Board meeting convened to approve the budget.
- (d) Supervise the collection of the fees and funds of the GELC.
- (e) Supervision of the expenditure of funds for the GELC as per the budget approved by the GELC board.

The Executive Committee may invite to its meetings such persons as the Executive Committee believes is necessary to properly conduct its business.

8.02.3 PRESIDENT

The President, subject to the overall management and supervision of the Board, shall be charged with the general management and supervision of the Board, and the affairs and operations of the GELC including, without limiting the generality of the foregoing, the following:

- (a) shall preside at and chair all meetings of the Members and the Board;
- (b) shall represent the GELC at all ALA and CLA meetings;

- (c) shall be an ex-officio member of all Committees;
- (d) shall call all meetings of the Board at such time and place as may be required from time to time to transact the business of the GELC;
- (e) shall have the power, on an emergent basis, to discipline any Person, Player, Coach, Manager, Trainer or Lacrosse Team for unseemly conduct on or off the playing surface or for a breach of the Bylaws, Policies, Rules and Regulations, subject always to the right of Appeal as hereinafter provided;
- (f) Shall have the power, on an emergent basis, to discipline a Member for any reason which, in the sole discretion of the President, is sufficient, subject always to the right of Appeal as hereinafter provided.

The President shall not have a vote at meetings of Members, the Board or Executive Committee, but in the case of an equality of votes on any question, the President shall have the casting vote.

8.02.3.1 No person may be elected President unless that person:

- (a) Has previously served as a Director for a period of at least one (1) year.

8.02.4 VICE-PRESIDENT

The Vice-President shall, in the absence or inability of the President, assume the duties of the President and shall, in that event, have all the powers, authority and restrictions of the President. Respond to requests for travel permits.

No person may be elected Vice-President, unless that Person:

- (a) Has previously served as a Director for a period of at least one (1) year.

8.02.5 PAST PRESIDENT

The Past President shall act in any capacity as may be required by the President from time to time.

8.02.6 SECRETARY

The Secretary shall be the custodian of, and responsible for preparing and recording, all official GELC correspondence as well as the minutes of all GELC meetings – (Members, Directors and Executive Committee). The Secretary will perform such other duties as designated by the President. The Secretary will maintain and update the Bylaws, Policies, Rules and Regulations as required.

8.02.7 TREASURER

The Treasurer shall be the custodian of and responsible for all books and records of finances required to document the activities of the GELC pursuant to the requirements of the Societies Act.

8.02.8 Coaching Director

The Coaching Director shall be responsible for implementing and administering programs for the recruitment, training and certification of coaches in the GELC.

8.02.9 APPOINTMENT OF DIRECTORS

The members of the Board of Directors, other than those who are Directors because they are Club Presidents or members of the Executive Committee shall be appointed annually by the other Directors.

8.02.10 STANDING COMMITTEES

The members of the Standing Committees, the Chairs of the Standing Committees, and the Referee in Chief, shall be appointed by the Board of Directors annually.

8.02.11 DUTIES AND DESCRIPTIONS OF STANDING COMMITTEES

8.02.11.1 Discipline Committee

Composed of one appointee from each of the Member Clubs. To rule on disciplinary issues submitted to the Committee pursuant to GELC or ALA or CLA rules and complaints against any member of the GELC. The chair or his/her delegate, when requested, shall also interpret GELC or ALA or CLA rules when the issue relates to disciplinary action.

8.02.11.2 Promotion and Development Committee

Plan and implement GELC policy designed to attract, retain and train players, coaches, referees and volunteers in Box and Field Lacrosse. Plan and implement plans for and administer the Inter-Lacrosse Program.

8.02.11.3 Field Lacrosse Committee

Plan and implement plans for and administer the male and female Field Lacrosse programs, including the School Field Lacrosse program. Promote the registration of the players from these programs into the Box Lacrosse programs.

8.02.11.4 Box Lacrosse Committee

Plan and implement plans for and administer the Box Lacrosse program. Promote the registration of the players from these programs into the Field Lacrosse programs. Sanction, plan and administer GELC play-offs and Provincial Qualifier tournaments and National or Provincial tournaments hosted by the GELC.

Plan and administer the schedule(s) for the Box Lacrosse season.

8.02.11.5 Bingo and Gaming Committee

Ensure compliance with all statutory requirements of the GELC. Plan and implement plans for and administer Bingo and Gaming events.

8.02.11.6 REFEREE IN CHIEF

The Referee in Chief must be a member of the Alberta Lacrosse Referees Association (ALRA), and will implement programs for the training and certification of game officials and shall administer referee assignments.

8.02.12.7 GELC Staff

Employees of the GELC may not be members of the Board of Directors, without the consent of the Executive Committee.

BYLAW 9 – RULES AND REGULATIONS

9.01 The Board may, from time to time, pass rules and regulations for the betterment of Lacrosse in the GELC, including, without limiting the foregoing, the better government, organization and administration of Lacrosse, as the Board, in its sole and opinion and discretion may consider desirable.

9.02 Upon the Board approving and adopting a Rule and/or Regulation, the Secretary shall forthwith give notice in writing of the said rule and/or regulation to the Members.

9.03 All Members, Players, Coaches, Managers and Officials as a condition precedent to registration with the GELC, unconditionally agree to obey and abide by the Bylaws and Regulations of the GELC, ALA and CLA as the same may be amended or added to from time to time.

BYLAW 10 – VIOLATIONS OF BYLAWS, RULES AND REGULATIONS

10.01.1 VIOLATION AND DISCIPLINE

Any Person, Member, Lacrosse Team, Player, Coach, Manager, Trainer, or Official that violates or breaches a Bylaw, Rule and/or a Regulation is subject to discipline as set out herein.

10.01.2 CODE OF CONDUCT

All Persons, Members, Players, Coaches, Managers, Trainers, officials and members of Members shall:

- (a) attempt at all times to work toward the goals and objectives of the GELC and the game of Lacrosse, and towards the betterment of its members;
- (b) strive to heighten the image and dignity of the GELC and the sport of Lacrosse as a whole, and to refrain from behavior which may discredit or embarrass the GELC or the Game;
- (c) always be courteous and objective in dealings with other members;
- (d) except when made through proper channels, refrain from unfavorable criticism of other members or representatives of the GELC;

- (e) strive to achieve excellence in the sport while supporting the concepts of Fair Play and a Drug-Free sport;
- (f) show respect for the cultural, social and political values of all participants in the sport;
- (g) As a guest in a foreign country, other province or other Association, abide by the laws of the host and adhere to any social customs concerning conduct.

10.01.3 SUSPENSIONS

The GELC may establish standard suspensions which accompany infractions committed during a Lacrosse game. There is no appeal from a standard suspension.

10.01.4 JURISDICTION OF DISCIPLINE COMMITTEE

A discipline matter may come within the jurisdiction of the Discipline Committee in the following ways:

- (a) by receipt of a complaint;
- (b) by referral from the President or Vice-President of an alleged violation;
- (c) those game infractions which are subject to automatic referral to the Committee;

10.01.5 HEARING PROCESS

Upon receipt of a matter referred to in 10.01.04, the Discipline Committee shall hold a hearing within the time frame specified within the discipline regulations as may be amended from time to time. The specific timeframes of the hearing process will be reviewed on a bi-annual basis to ensure that they are compatible with the use of various technological developments and established timeframes from the ALA in similar matters.

10.01.6 All known interested parties shall be given reasonable notice of the hearing and are entitled to attend at their own expense. Notice must include the particulars of the complaint or allegation or Appeal.

10.01.7 The Committee may call witnesses and consider any relevant information.

10.01.8 The parties to the matter have the right to read all written material presented to the Committee, hear all witnesses who attend the Hearing and be informed of all relevant information of which the Committee is aware. The parties have the right to present evidence and to be heard.

10.01.9 The Chair of the Committee shall appoint three (3) members of the committee to preside at the Hearing, which may include the Chair.

- 10.01.10** The decision of the Committee shall be communicated as per the discipline regulation.
- 10.01.11** The Committee may:
- (a) dismiss the complaint or alleged violation;
 - (b) fine, suspend, expel or impose probation with terms;
 - (c) If the matter is pursuant to 10.01.4, there shall be no hearing unless the Chair of the Committee so directs, in which case the procedure set out in 10.01.5 to 10.01.11. Otherwise, the matter shall be decided solely on information provided to the Committee, which, in the discretion of the Committee, the Committee considers relevant and proper to receive. The person who committed the game infraction which led to the automatic referral to the Committee shall be deemed to know of the automatic referral and may make a written submission to the Committee. Such a person may also, upon request, receive a copy of any written material which was submitted to the Committee and have the Committee provide him or her with a verbal summary of any other information that was provided to the Committee;
 - (d) Further disciplinary action arising out of an automatic referral shall be forthwith communicated by the Committee to the President of the disciplined person's Club or, in the case of the President of the Member being the person disciplined, to the Member's Vice-President who, shall be responsible for forthwith advising the person being disciplined;
 - (e) In the case of an automatic referral, the person subject to the automatic suspension may be further disciplined, including suspension, notwithstanding the expiration of the automatic suspension.

10.02 The Discipline Committee shall meet as necessary and at least once every four weeks during the Minor Box Lacrosse Season.

10.03 A quorum of the Discipline Committee shall be three (3), provided that the three members are non-interested parties to the matter being described.

10.04 The Discipline Committee shall maintain a record of its decisions and prepare an Annual Report to be provided to the Annual General Meeting.

10.05 **APPEALS FROM DECISION OF MEMBER**

In the event that a Lacrosse Team, Player, or parent on behalf of a player Coach, Manager, Trainer or Official is dissatisfied with a decision or ruling made by a Member and provided that:

- (a) the decision or ruling relates to the subject matter of the Bylaws, Policies, Rules and Regulations of the GELC, and;
- (b) all Appeal avenues provided by the Member have been exhausted;

The Lacrosse Team, Player, parent or guardian, Coach, Manager, Trainer or Official may appeal the decision or ruling to the Board.

10.07 **EFFECT OF APPEAL**

An Appeal to the Board does not operate as a stay of the decision or ruling appealed from, unless the President so directs.

10.08 **NOTICE OF APPEAL**

All Appeals shall be initiated by notice in writing (“Notice of Appeal”) addressed to the President and Secretary and copied to the GELC office

10.09 **CONTENTS OF NOTICE OF APPEAL**

The Notice of Appeal shall contain at a minimum the following:

- (a) a statement of the decision which is being appealed, including a copy of the written decision, if any;
- (b) concise statements of the grounds for appeal in numbered paragraphs;
- (c) concise statements of the facts, in numbered paragraphs, alleged by the Applicant;
- (d) If an Appeal Hearing is provided for in these Bylaws, a summary of the evidence which the Appellant intends to produce at the Appeal Hearing.

10.10 **APPEALS PROCESS**

Upon receipt of a matter referred to in 10.01.04, the board shall hold a hearing within the timeframe specified within the appeal regulations as may be amended from time to time. The specific timeframes of the hearing process will be reviewed on a bi annual basis to ensure that they are compatible with the use of various technological developments and established timeframes from the ALA in similar matters.

10.10.1 The board may:

- (a) In the case of an Appeal, allow the Appeal, quash the decision appealed from and impose in its place any decision that the authority appealed from could have imposed.
- (b) In the case of an appeal, award costs to a party if the Committee is of the opinion that the conduct of either party was unreasonable or in bad faith; but no award of costs may be made without giving the parties an opportunity to be heard on the issue.

BYLAW 11- EXCLUSIVE JURISDICTION

11.01 **BOARD DECISIONS – FINAL AND BINDING**

All Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, by virtue and because of their status as such, shall accept as final and binding the decisions of the Board, including, without limiting the generality of the foregoing, the Board’s interpretation or construction of the Objectives, Policies,

Rules, Regulations and Bylaws subject only to a right of Appeal to the ALA and CLA as provided for in the Bylaws of the ALA and CLA.

11.02 **COURT ACTIONS**

All Persons, Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, shall be prohibited from bringing any matter before the law courts of any jurisdiction before all rights and remedies as provided by the Bylaws, Policies, Regulations and Rules of the GELC, ALA and the CLA have been exhausted. Further, any such recourse to the law courts shall be deemed to be conduct enabling the President to suspend and/or disqualify the said persons pursuant to Bylaw 8.02.3 (e) or (f).

BYLAW 12 – GENERAL

12.01 **FISCAL YEAR**

The fiscal year of the GELC shall commence on the 1st day of September of every year to and including the 31st day of August the following year.

12.02 **ANNUAL FINANCIAL AUDIT**

12.02.1 The book and financial records of the GELC shall be audited annually by the reviewer(s) appointed by the Members.

12.02.2 The Reviewer(s) shall make such audit of the books, records and affairs of the GELC as will enable him or her to report to the Members as required in Bylaw 12.02.3.

12.02.3 The Reviewer(s) shall report to the Members at the Annual Meeting regarding the Financial Statement of the GELC and shall state in the report whether in his or her opinion the Financial Statement presents fairly the financial position of the GELC and the results of its operations for the period under review, in accordance with generally accepted accounting principles (GAPP).

12.02.4 The Reviewer(s) shall have access at all times to all records, documents, books, accounts and vouchers of the GELC and is entitled to require from the Directors and Officers such information and explanations as may be necessary for the performance of his or her duties as the Reviewer.

12.03 **CUSTODY AND USE OF THE SEAL**

12.03.1 The Board may adopt a seal which shall be the common seal of the GELC.

12.03.2 The common seal of the GELC shall be under the control of the Board and the person(s) responsible for its custody and use from time to time shall be determined by the Board.

12.04 **AMENDMENTS TO BYLAWS**

12.04.1 Subject to compliance with the requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution provided that notice of the resolution has been given at least thirty (30) days prior to the meeting at which it is intended to present the resolution to the Members. The Special Resolution, if passed by the Members, shall not take effect until it has been registered in accordance with the laws of the Province of Alberta.

12.04.2 Any amendment in the Bylaws, Rules and Regulations which may have been adopted in the manner provided for in the Bylaws shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws, Rules and Regulations.

12.05 **ALA AND CLA MEMBERSHIP**

The GELC is a member of the ALA and CLA and subject to the Constitution, Bylaws, Rules and Regulations of the ALA and the CLA.

12.06 **INSPECTION OF RECORDS**

The Members have the right to inspect the books and records of the GELC. The Members also have the right to obtain copies, at their expense, of the books and records of the GELC. The records may be inspected at the General Business Office of the GELC or by making arrangements with the President, the Secretary, or the Treasurer to inspect them elsewhere at a mutually agreeable place. The GELC shall produce the books and records for inspection within a reasonable time after being requested by the Member to do so.

12.07 **Dissolution**

The GELC shall be dissolved upon special resolution of its members.

12.08 **Distribution of Assets**

After the payment of all debts and liabilities of the Association the remaining assets shall be transferred to such organizations with the same or similar objectives of the GELC as determined by the dissolving special resolution or as may be otherwise required by law.