

WESTLOCK LACROSSE ASSOCIATION BYLAWS

ARTICLE 1 PREAMBLE

- 1.1 The name of the Society is “Westlock Lacrosse Association”.
- 1.2 This document constitutes the general Bylaws of the Westlock Lacrosse Association. These Bylaws regulate the transaction of business and affairs of the Association.
- 1.3 The Bylaws of the Association are subject to terms and conditions imposed by the Greater Edmonton Lacrosse Council (“GELC”), Alberta Lacrosse Association (“ALA”), the Canadian Lacrosse Association (“CLA”) and the Rocky Mountain Lacrosse League (“RMLL”). Where a conflict arises between these Bylaws and the Bylaws of the GELC, ALA, CLA or RMLL, the GELC, ALA, CLA, or RMLL Bylaws will govern.

ARTICLE 2 INTERPRETATION

2.1 Definitions

In these Bylaws, unless the context otherwise requires:

- 2.1.1 “Act” means the *Societies Act*, R.S.A. 2000, c. S-14 as amended or any statute substituted for it.
- 2.1.2 “Annual General Meeting” or “AGM” means the annual general meeting described in Article 4.1.
- 2.1.3 “Board” means the Board of all of the Directors of the Association as described in Article 5.1.
- 2.1.4 “Bylaws” mean the Bylaws of the Association, as amended.
- 2.1.5 “Association” or “WLA” means the Society incorporated as the “Westlock Lacrosse Association”.
- 2.1.6 “Director” means any person elected to the Board.
- 2.1.7 “Elected Member” is the Member appointed pursuant to Article 5.2.

- 2.1.8 "Voting Member" means a member of the Association as described in Articles 3.5 and 3.8 who is entitled to vote at meetings of the Association and is eligible to serve on an elected position with WLA, including a member of the Board of Directors.
- 2.1.9 "Member" means a Member of the Association, as set out in Article 3.1.
- 2.1.10 "Committee Chair" is an appointed position, which reports to the Board of Directors, as set out in Article 5.4.
- 2.1.11 "Register of Members" means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.12 "Resolution" means a vote that is won by a majority of Voting Members present and entitled to vote.
- 2.1.13 "Special Meeting" means the special meeting described in Article 4.2.
- 2.1.14 "Special Resolution" means:
- a) a resolution passed at an Annual General Meeting or Special Meeting of the Association. The notice of meeting must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members present and entitled to vote.
 - b) a resolution agreed to in writing by all the Voting Members entitled to vote.

2.2 Interpretation

- 2.2.1 Words indicating the singular number also include the plural, and vice versa.
- 2.2.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.
- 2.2.3 These Bylaws must be interpreted broadly and generously.

ARTICLE 3 MEMBERSHIP

- 3.1 The following individuals may become Members of the Association:
- a) Any Lacrosse Player registered with WLA who is at least 18 years old;
 - b) Parents or legal guardians, each person being at least 18 years old, of each Lacrosse Player registered with the Association;
 - c) Any other community member interested in furthering the objectives of the Association, on payment of membership fee if any, and on approval of the Board of Directors.

- 3.2 The Board approves membership of a new Member if the Member applies to the Registrar to be officially registered with the Association, and the membership fees have been paid.
- 3.3 In each fiscal year, and prior to the annual Player Registration before the start of the lacrosse season, the amount of the registration fees will be determined by resolution of the Directors. These player registration fees are designated to be the membership fees of the Association.
- 3.4 Members of the Association cannot vote at any meetings of the WLA or serve on any elected positions of the Association unless they are Voting Members in good standing pursuant to Articles 3.5 and 3.8.
- 3.5 A Member of the Association is granted the status of Voting Member under the following circumstances:
- a) The Voting Member must be a Member of the Association pursuant to Article 3.1;
 - b) Each family unit of Members is entitled to designate one Voting Member.
- 3.6 Only Voting Members are entitled to vote at meetings of the Association, including the AGM and Special Meetings.
- 3.7 Only Voting Members are eligible to serve on Elected positions of the Association, including but not limited to positions on the Board of Directors.
- 3.8 Voting Members must be Members in good standing pursuant to Article 3.14.1. Voting Members who are not Members in good standing forego all rights and privileges of a Voting Member including termination of the right to vote at Meetings of the Association.
- 3.9 Members of the Community who are not Voting Members of the Association may serve on positions appointed by resolution of the Directors, including serving as Committee Chairs of the Association.
- 3.10 Suspension and Expulsion of Members
- 3.10.1 The Board, by a vote of 75% of the Directors present at a Directors' meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, or expel the Member from the membership, for one or more of the following reasons:
- a) the Member has failed to abide by the Bylaws of the Association;
 - b) the Member has been disloyal to the Association;
 - c) the Member has disrupted meetings or functions of the Association;
 - d) the Member has done or omitted to do anything that causes harm to the Association; or
 - e) the Member has failed to pay monies owing to the Association.

- 3.10.2 The Member who is the subject of a suspension or expulsion hearing will, fourteen (14) days before the Directors' Meeting, receive written notice of the Board's intention to consider suspension or expulsion.
 - 3.10.3 The notice will state the reasons why suspension or expulsion is being considered.
 - 3.10.4 The Member will have an opportunity to appear before the Board to address the possible suspension or expulsion.
 - 3.10.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
 - 3.10.6 The decision of the Board is final and binding on the parties.
 - 3.10.7 An expelled Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
 - 3.10.8 A Member may appeal his or her suspension or expulsion to the GELC, RMLL, or ALA. Any Member appealing a suspension or expulsion is suspended pending the appeal.
 - 3.10.9 The Board of Directors has the power to impose a suspension or expulsion incremental to that of the GELC/RMLL/ALA but cannot reduce the effect or shorten the time of a suspension or expulsion imposed by the GELC/RMLL/ALA.
- 3.11 Termination of Membership
- 3.11.1 A Member can withdraw from the Association by delivering notice of withdrawal to the Association's Registered Office.
 - 3.11.2 The membership of a Member ends upon his death.
 - 3.11.3 Although a Member may cease to be a Member, by death, resignation, expulsion or otherwise, that Member remains liable for any debts owing to the Association at the date of ceasing to be a Member.
- 3.12 Reinstatement of Members
- A Member whose membership has ceased can apply for reinstatement after one year. The Directors may permit the reinstatement by a vote of 75% of the Directors present at a Directors' meeting called for that purpose.
- 3.13 No right or privilege of any Voting Member or Member is transferable to another person. All rights and privileges cease when the Voting Member or Member's membership ends, through resignation, expulsion, termination or otherwise.

3.14 Rights and Privileges of Voting Members

- 3.14.1 A Voting Member is in good standing when
- a) the Member has paid the current year's membership fees; or alternate payment arrangements have been made and approved by the Directors of the Association; and
 - b) the Member's membership has not been suspended, expelled, or terminated.
- 3.14.2 All Voting Members are permitted to attend meetings of the Directors, and any meeting of the Club, unless the Directors, by resolution, exclude a Voting Member or group of Voting Members from that meeting. A new resolution is required to exclude any Voting Members from each meeting.
- 3.14.3 A Voting Member in good standing who is at least eighteen (18) years old is entitled to vote at meetings of the Association, subject to Articles 3.5 and 3.8.
- 3.14.4 A Voting Member entitled to vote at meetings of the Association is entitled to one vote on each matter that is decided by vote.

ARTICLE 4 MEETINGS OF THE MEMBERS

4.1 The Annual General Meeting

- 4.1.1 The Club holds its Annual General Meeting no later than June 30 of each year. The Board determines the place, day, and time of the meeting.
- 4.1.2 At least fourteen (14) days before the Annual General Meeting, the Club will post a notification stating the place, date, and time of the Annual General Meeting. This notification can include, but is not limited to, any two of the following: email notification to all registered players; signs posted at the arena; website message; or notification in the local newspaper.
- 4.1.3 The order of business at the Annual General Meeting may include:
- a) roll call of the Members;
 - b) adopting the minutes of the last Annual General Meeting;
 - c) business arising from minutes of the last Annual General Meeting;
 - d) President's report;
 - e) Treasurer's report;
 - f) reports of Committees;
 - g) Notices of Motion;
 - h) new business;
 - i) approving the Financial Statements of the preceding fiscal year;
 - j) electing the Directors;
 - k) adopting any required changes to the Bylaws;

l) adjournment.

4.1.4 Quorum

Attendance by 10 Voting Members at the Annual General Meeting is a quorum.

4.1.5 Failure to Reach Quorum

The President cancels the Meeting if a quorum is not present within one half-hour after the set time for the Meeting. If cancelled, the Meeting must be rescheduled to take place within fourteen (14) days. If, at the second scheduling of the Meeting, a quorum is not present within one half-hour of the set time for the Meeting, the meeting will proceed with the Voting Members in attendance.

4.2 Special Meetings

4.2.1 A Special Meeting may be called at any time:

- a) by a resolution of the Board to that effect; or
- b) on the written request of at least $\frac{1}{4}$ (one quarter) of the Members entitled to vote. The request must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting.

4.2.2 At least fourteen (14) days before a Special Meeting, the Club emails or otherwise delivers a notice to each Voting Member stating the place, date, and time of the Special Meeting.

4.2.3 Attendance by 10 Voting Members at a Special Meeting is a quorum. If a quorum is not present, the procedures as set out in 4.1.5 will be followed.

4.2.4 Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.

4.3 Proceedings at the Annual General Meeting or Special Meetings

4.3.1 The President chairs every Meeting of the Club. In the absence of the President, the Vice President of the Club will chair the Meeting.

4.3.2 If neither the President nor the Vice-President is present within one half hour after the set time for the Meeting, the Voting Members present at the Meeting must choose one of the Voting Members to chair the Meeting.

4.3.3 The Voting Member who chairs the Meeting may adjourn the Meeting with the consent of the majority of Voting Members at the Meeting.

4.4 Directors' Meetings

- 4.4.1 The President or any four Directors may call meetings of the Directors and determine at which place, at which time, and on which day the meeting will be held, by issuing a notice of meeting to the Directors at least 48 hours (excluding part of a Sunday or holiday) before the proposed meeting.
- 4.4.2 The notice of meeting must state the nature of the business to be conducted at the Directors' meeting.
- 4.4.3 Directors may waive their right to notice of a meeting.
- 4.4.4 Directors may not vote on any question in which they have a pecuniary interest, or where a question directly affects the placement or discipline of a player or Member to whom they are directly related.
- 4.4.5 A minimum of five (5) of the Directors in good standing, eligible to vote, and present in person or by teleconferencing shall form a quorum for any meeting of the Directors.

4.5 Voting

- 4.5.1 Every Voting Member entitled to vote pursuant to Article 3.14 has one (1) vote for each issue and resolution. A vote shall be by show of hands unless two Voting Members entitled to vote request a ballot, in which case the vote shall be carried out by ballot. The President shall not cast a vote on the first round of voting.
- 4.5.2 In the case of a tie vote, the President casts the deciding vote.
- 4.5.3 A Voting Member may not vote by proxy.
- 4.5.4 Every issue and resolution that does not require a Special Resolution is decided by a majority of the votes of Voting Members entitled to vote, unless otherwise noted in these Bylaws.
- 4.5.5 The President declares a resolution carried or lost.
- 4.5.6 The President decides any dispute on any vote. This decision is final.

4.6 Failure to Give Notice of Meeting

No action taken at a Meeting is invalid due to:

- a) accidental omission to give any notice to any Voting Member;
- b) any Voting Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

4.7 Written Resolution of All Voting Members Entitled to Vote

All Voting Members entitled to vote (ie, 100% of Voting Members) may agree to and sign a resolution. This resolution is as valid as one passed at a Meeting. It is not necessary to give notice of, or call, a Meeting. The date on the resolution is the date it is passed.

ARTICLE 5 MANAGEMENT

5.1 The Board of Directors

5.1.1 The Board governs and manages the affairs of the Association.

5.1.2 All Directors must be Voting Members of WLA.

5.1.3 Powers and Duties of the Board

The Board has the powers of WLA, except as stated in the Act.

The powers and duties of the Board include:

- a) Promoting the objects of the Association;
- b) Promoting membership in the Association;
- c) Approving an annual budget for the Association;
- d) Paying all expenses for operating and managing the Association;
- e) Paying persons for services and protecting persons from debts of the Association;
- f) Investing any extra monies;
- g) Financing the operations of the Association, and borrowing or raising monies;
- h) Making policies for managing and operating the Association;
- i) Approving all contracts for the Association;
- j) Maintaining all accounts and financial records of the Association;
- k) Appointing legal counsel as necessary;
- l) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- m) Creating Committees or sub-Committees, and naming any Member to a Committee or sub-Committee;
- n) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Committee Chairs or other designated individuals as identified by a Resolution of the Directors.

5.1.4 Composition of the Board

The Board consists of a minimum of six (6) and a maximum of twelve (12) Directors elected at the Annual General Meeting. These Directors will include, but are not limited to, the following:

- a) The President;
- b) The Vice-President;

- c) The Secretary;
- d) The Treasurer;
- e) The Registrar;
- f) The Equipment Director; and
- g) Directors with titles describing their duties (such as Junior Director, Promotions Director, etc). These titles may change from year to year, as deemed desirable by the Board of Directors.

5.2 Elections of the Board of Directors

- 5.2.1 No more than fourteen (14) days prior to the Annual General Meeting, any Voting Member may apply to the Directors to run for a position that will be filled by election at the Annual General Meeting.
- 5.2.2 Any position for which more than one Voting Member is running will be elected by majority vote of the Voting Members at the Annual General Meeting.
- 5.2.3 Any position, which has only one Voting Member running, will be appointed by acclamation unless the Voting Members present at the meeting pass a Motion by majority vote that the position will not be filled by that member. The position will then remain vacant until filled by the Directors at a future meeting of the Directors pursuant to Article 5.2.8.
- 5.2.4 The Voting Members are entitled to vote and elect the President, Vice-President, Secretary, Treasurer, Registrar, Equipment Director, and up to 6 additional Directors, at the Annual General Meeting.
- 5.2.5 Each Director serves for a term of one year.
- 5.2.6 The Directors hold office until re-elected or until a successor is elected.
- 5.2.7 A Director may resign from the Board by giving notice in writing to the President, at any time.
- 5.2.8 A Director can be removed from Office before the end of his/her term, at a Special Meeting called for this purpose. There must be a vote in favour of removal of the Director, passed by a majority of all Voting Members in attendance at this Special Meeting.
- 5.2.9 If a vacancy occurs in the Board of Directors, including by reason of there being no member elected or appointed by acclamation at the AGM, or by resignation or expulsion, the Board of Directors will fill the vacancy by appointment.

5.3 Directors' Duties and Powers

5.3.1 The President:

- a) supervises the affairs of the Board;
- b) when present, chairs all Meetings of the Association and the Board;
- c) acts as the spokesperson for the Association;
- d) in the case of emergency, exercises the powers of the Board of Directors;
- e) may suspend coaches, fans, or parents subject to ratification at the next Directors' meeting;
- f) will attend or appoint a designate to all GELC, ALA and RMLL meetings;
- g) casts a vote in the case of a tie at any meeting;
- h) carries out other duties assigned by the Board.

5.3.2 If, at any time, the President is unable to fulfill his or her duties, the Vice-President assumes the duties of the President until the President is again able to fulfill his or her duties.

5.3.3 The Secretary:

- a) Sends out notification of Directors meetings, the annual AGM, and any special meetings;
- b) takes minutes of all meetings;
- c) handles correspondence for the Association;
- d) ensures the Annual Returns are filed with Corporate Registries;
- e) ensures all reporting requirements for the GELC, RMLL, and ALA are fulfilled;
- f) is in charge of necessary insurance;
- g) is in charge of all liability claims;
- h) is the legal holder of all trophies;
- i) will report to the President.

5.3.4 The Treasurer:

- a) will be signing authority along with the President, the Vice-President, and one other Director (see 6.6.1)
- b) will have charge of general account financial records;
- c) will prepare an annual budget and monitor expenditures in relation to budget;
- d) will present an annual statement of all operations;
- e) will report to the President;

5.3.5 The Registrar

- a) is responsible for registration of all participants in Minor and Major Lacrosse;
- b) will register all coaches and team personnel, and WLA Directors, with the ALA;
- c) will compile and maintain a list of names, addresses and telephone numbers of all players, coaches, managers, and trainers;
- d) will report to the President.

5.3.6 The Equipment Director

- a) is responsible for all equipment owned by WLA;
- b) will compile and maintain an inventory of all equipment and jerseys;
- c) will obtain new equipment as needed, as approved and budgeted by the WLA Directors;
- d) will ensure necessary repairs are done for jerseys and equipment as needed;
- e) will report to the President.

5.3.7 Directors (up to 6 additional)

Directors will be responsible for contributing to Board activities in either a general or a specific way, as determined and so designated by the Board from year to year. These Directors will report to the President.

5.4 Committee Chairs

- 5.4.1 Committee Chairs are appointed by resolution of the Directors. Committee Chairs will represent WLA on designated issues such as GELC Discipline, Coaching, Promotion, Referees, and any other areas of special interest as deemed desirable by the Board.
- 5.4.2 Appointment of Committee Chairs last for a term of one year, or until the Board rescinds the appointment by a resolution.
- 5.4.3 Committee Chairs who are not Members of the Association pursuant to Article 3.1 may attend meetings of the Directors, but are not entitled to vote.
- 5.4.4 The Directors may replace a Committee Chair by a majority vote of the Directors at a meeting called by the Directors.

ARTICLE 6 FINANCE AND RECORDS

- 6.1 The Registered Office of the Association is located in Westlock, Alberta, at the address on file with Corporate Registries.
- 6.2 A change of Registered Office may be effectuated at the Annual General Meeting or by Resolution of the Board.

- 6.3 All correspondence addressed to the Association or Board of Directors will be addressed to the WLA's Registered Office.
- 6.4 The Association has no seal.
- 6.5 Finance and Annual Review
- 6.5.1 The fiscal year of the Association ends on November 30 of each year.
- 6.5.2 At least once each year, an "audit" (as defined by the Societies Act) must be performed on the books, accounts, and records of the Association, by two members-at-large. The volunteers will be solicited at the AGM. If no volunteers are forthcoming, two members will be appointed by the Directors to perform this audit prior to the next AGM. At the AGM the following year, the volunteers will submit a written statement of their findings from the audit of the books for the fiscal year.
- 6.6 Cheques and Contracts of the Association
- 6.6.1 The President, Vice-President, Treasurer, and one other Director have the authority to sign cheques drawn on the monies of the Association. Any two of the four designated persons will be authorized to co-sign cheques and other financial documents, except that if any of these four designated persons are married to each other or related by blood, then they together will not be authorized to co-sign financial and legal documents.
- 6.6.2 All contracts of WLA must be signed by the President or other persons authorized to do so by the resolution of the Board.
- 6.7 The Keeping and Inspection of Books and Records of WLA
- 6.7.1 The Association keeps a copy of the Minute books and records minutes of all meetings of the Members and of the Board.
- 6.7.2 The Secretary keeps the original Minute Books and records of the Association. This record contains minutes from all meetings of the Association, the Board, and the Officers.
- 6.7.3 The Treasurer keeps the financial records, including ledgers, cancelled cheques, deposit books, bank statements, financial statements and other financial records.
- 6.7.4 The Board keeps and files all necessary books and records of WLA as required by the Bylaws, the Act, or any other statute or laws.
- 6.7.5 A Voting Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Treasurer of his/her intention to do so.

- 6.7.6 Unless otherwise permitted by the Board, such inspection will take place only at the location determined by the Board, during normal business hours.
- 6.7.7 All financial records and minutes of the Association are open for such inspection by the Voting Members.
- 6.7.8 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- 6.7.9 The Directors may, by resolution, designate as confidential and restrict access to some or all of the following records:
 - a) membership lists;
 - b) lists of Members' names, addresses, and contact information including telephone numbers;
 - c) lists of Members who have been suspended or terminated;
 - d) financial information specific to individual Members, including those Members who pay their membership fees with financial assistance;
- 6.7.10 Any record or information may be designated confidential by a by a vote of 75% of the Directors.

6.8 Borrowing Powers and Payments

- 6.8.1 The Association may borrow or raise funds to meet its objects and operations by a vote of 75% of Members present at a Special Meeting called for that purpose.
- 6.8.2 No Member, Director or Officer of the Association will receive any remuneration for his/her services as a Member, Director or Officer.
- 6.8.3 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.
- 6.8.4 Any unbudgeted expenditure or group of related expenditures exceeding \$1,000 requires approval by way of resolution of the Directors, unless that expenditure or group of expenditures is payment for:
 - a) floor time
 - b) referee fees
 - c) player registration fees
 - d) player insurance premiums
 - e) other fundamental expenditures which may be prescribed by resolution of the Directors.

6.9 Fundraising Activities

- 6.9.1 All fundraising activities must be performed in compliance with federal and provincial laws.

- 6.9.2 The Directors, by resolution, will prescribe:
- a) the types of fundraising activities the Association will use each year;
 - b) for each fundraising activity, the monetary value of the registration fee (if any) credited to a Member who assists with that fundraising activity.
- 6.9.3 Any records of revenues and expenses arising from any fundraising activities must be recorded, and stored with the Treasurer of the Association.

ARTICLE 7 BY-LAWS AND FUNDAMENTAL CHANGES

- 7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of WLA.
- 7.2 A notice of the Annual General Meeting or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance of the Bylaws by the Corporate Registry of Alberta.

ARTICLE 8 INDEMNIFICATION

- 8.1 Protection and Indemnity of Directors and Officers
- 8.1.1 Each Director or Officer holds office with protection from the Association. WLA indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer from acts of dishonesty, fraud, or bad faith.
- 8.1.2 No Director or Officer is liable for the acts of any other Director, Officer, or member. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraudulent, dishonest, or in bad faith.
- 8.1.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's annual review by a volunteer member. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**ARTICLE 9
DISSOLUTION OF THE ASSOCIATION**

- 9.1 The Association does not pay any dividends or distribute property among its Members.
- 9.2 If the Association is dissolved by a Special Resolution of its members, any assets remaining after all debts have been paid shall be transferred to a registered and incorporated organization which has objectives similar to those of the WLA. Members will select this organization by Special Resolution. If there is a delay in the dissolution process, the net assets will be transferred in trust to a municipality until such time as they are transferred from the municipality to another registered and incorporated group or purpose designated by the WLA Board.