

# ALA BYLAWS

Version 8.3

Last Modified: <INSERT DATE>

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## **BYLAW 1 – INTERPRETATION**

### **1.01 INDEX AND HEADINGS**

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

### **1.02 TERMS**

The terms "Bylaws", "here of", "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.

### **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.

### **1.05 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) ALA Registration Fee means the cost per individual to participate in ALA Sanctioned events;
- (3) "ALRA" shall mean the Alberta Lacrosse Referees Association;
- (4) "Amateur" shall have that meaning as defined by the LC from time to time;
- (5) "Annual Meeting" means the general meeting of the Members as provided for in Bylaw 4.01;
- (6) "Association" shall mean the ALA;
- (7) "Board" means the Board of Directors of the ALA;
- (8) "Bylaws" means the Bylaws of the ALA as amended from time to time;
- (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 ALA and are approved by the Board and operates a program in Lacrosse with one or more Lacrosse Teams;

- (10) "Coach" means a person registered with the ALA as a coach of a Lacrosse Team;
- (11) "Director(s)" shall mean a Member of the Board of Directors of the ALA;
- (12) "Discipline" means correction, chastisement, punishment, penalty, and without limiting the generality of the foregoing, may include but not limited to suspension, fine, expulsion, or posting of a bond;
- (13) "Dues" means the cost of a Member to belong to the Alberta Lacrosse Association;
- (14) "Financial Statement" means the financial statement of the ALA;
- (15) "Fiscal Year" shall have that meaning as defined in Bylaw 12.01;
- (16) "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 fax and email;
- (17)
- (18) "Lacrosse Team" means a group of players (minimum 7), with at least one Coach, all of whom are registered with the ALA;
- (19) "LC" means Lacrosse Canada;
- (20) "Local Governing Body" means the governing authority recognized by the ALA above the Club level and below the ALA level registered as a body corporate in the Province of Alberta, for example, the Greater Edmonton Lacrosse Council, the Central Alberta Lacrosse League and the Calgary District Lacrosse Association; and the Rocky Mountain Lacrosse League;
- (21) "League" shall have that meaning defined by the LC from time to time;
- (22) "Manager" means a person registered with the ALA as a manager of a Lacrosse Team;
- (23) "Member" means those persons or organizations who become Members pursuant to Bylaw 2.01;
- (24) "Members of Members" means an Executive, Player, Parent or Legal Guardian of a Minor Aged Player, Coach, Manager, Trainer or Official who belongs to a Member;
- (25) "Member in Good Standing" shall mean a Member who is not in arrears in any payments owing to the ALA or the LC or whose rights have not been suspended;
- (26) "Notice of Appeal" means that notice as provided for in Bylaw 10.06;
- (27) "Officers" means the person identified in Bylaws 6.01;
- (28) "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 from time to time for the organized conduct of a game of Lacrosse;
- (29) "Parties to the Appeal" means the Appellant, Respondent, and such other persons as the Chair of the Discipline/Appeals Committee, acting reasonably, shall direct and name;

- (30) "Past President" means the immediately former President of the ALA;
- (31) "Person" and other references to persons, includes any individual, firm, company, corporation, unincorporated body of persons, or association;
- (32) "Player" means a person registered with the ALA as a player on a Lacrosse Team;
- (33) "Referee" shall mean a person registered as a referee with the Alberta Lacrosse Referees Association and the ALA and qualified to officiate Lacrosse in Alberta as determined from time to time by the ALA;
- (34) "Regulations" means those regulations of the ALA for the administration and advancement of Lacrosse;
- (35) "Respondent" means that authority that has made a decision or ruling that the Appellant has appealed;
- (36) "Rules" means those rules of the game of lacrosse as made from time to time by the ALA and LC;
- (37) "Simple Majority" shall mean one more than half of those voting;
- (38) "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths (3/4) of those 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 been duly given;
- (39) "Spectator" is any individual who attends an event or activity sanctioned by the ALA, including but not limited to league, exhibition, practices, tournaments, and other related functions, without actively participating in the event as a player, coach, official, or volunteer. Spectators include family members, friends, supporters, and other individuals who observe and support the event from the sidelines or designated viewing areas.
- (40) "Suspension" means the temporary or otherwise removal of a Member, Members of Members, or Spectators from the privileges of playing Lacrosse or association with a Lacrosse Team, Club, Member, or Officiating lacrosse or from any other activities relating to the game of lacrosse under ALA sanctioned activities provided that the 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 of a Member's privileges; and
- (41) "Voting Member" means any amateur lacrosse team within the boundaries of the ALA represented by its registered Head Coach as per the ALA registration system.

## **BYLAW 2 – MEMBERSHIP**

### **2.01 REGULAR MEMBERSHIP**

#### **2.01.1** Membership in the ALA is open to the following:

- a) Any Local Governing Body;
- b) Any Lacrosse Club within the bounds of the ALA;
- c) Any Amateur lacrosse team within the bounds of the ALA where it is not a member of a club; and
- d) The ALRA.

**2.01.2** Membership may be acquired by an application in writing to the Board expressing compliance with and adherence to the Objectives, Bylaws, and Regulations of the ALA. 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, registered bylaws and regulations;
- (c) A complete list of names, addresses and phone numbers of the applicant's officers, which shall consist of at least a president and secretary; and
- (d) If applicable, written confirmation from the applicable LGB confirming its membership.

**2.01.3** The Board shall have the sole and absolute right to accept or refuse an application for membership in the ALA.

**2.01.4** Membership in the ALA shall take effect upon the acceptance of the application for membership by the Board.

**2.01.5** Each Member shall notify the Director of Administration via the ALA Office immediately of any amendments to its objectives, bylaws and regulations and of any changes of its officers.

**2.01.6** Each Member shall submit proof of Corporate Filing and Financial statements yearly to the ALA Office.

**2.01.7** Each Member shall notify the Director of Administration via the ALA Office immediately of any suspension of their Alberta Society status.

**2.01.8** **RESIGNATION**

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

**2.01.9** **EXPULSION AND SUSPENSION**

(a) A Member may be expelled or suspended from membership in the ALA 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, by the Members at the aforesaid meeting.

(b) The Board may, by a vote of two-thirds (2/3) of the Directors, expel or suspend any Member who has failed to register teams for two consecutive years, pay registration fees, or membership dues to the ALA.

**2.01.10** **LOSS OF MEMBERSHIP**

- (a) A Member shall cease to become a Member of the ALA only by resignation or expulsion.
- (b) A Member who is suspended loses the rights and or privileges of Membership and is deemed a non-member.

## **2.02 LIFE MEMBERSHIPS**

- 2.02.1** Life Membership is the highest honor, which may be bestowed by the ALA. It is to be awarded to Individuals only for very distinctive services to lacrosse in Alberta. Nominations for Life Membership must be forwarded to the Board in writing by August 31 in each year, with the endorsement of at least two (2) Members on the nominating papers for each proposed Life Member. Individual Board of Directors may also nominate candidates. Life Members shall act in advisory capacity to the Board, exercising all of the privileges of Board Member (except where otherwise restricted in the Objectives, Bylaws, Regulations, Rules and Policies) but shall not be eligible to vote on any issue.
- 2.02.2** The Board shall appoint Life Members by majority vote on any nomination for Life Membership. The award of life membership shall be marked by the presentation of the James McFall Trophy.
- 2.02.3** Travel and Accommodation expenses of the Life Members attending the Annual Planning Meeting and Awards Banquet shall be paid for by the ALA (so long as they reside in Alberta).

## **BYLAW 3 – DUES AND REGISTRATION FEES**

- 3.01** The annual dues for Membership in the ALA shall be determined annually by the Board prior to the Annual Meeting. The dues so determined shall be subject to ratification by a vote of the Members at the Annual Meeting and upon such ratification, the dues so determined shall become the Annual Membership Dues for Membership until the following Annual Meeting.
- 3.02** In the event that the Members refuse to ratify the Annual Registration Fees or Membership Dues, the Registration Fees or Membership Dues for the coming year shall be those which were in existence for the previous year.
- 3.03** The Board, thirty (30) days prior to the Annual Meeting, shall notify the Members of the Annual Membership Dues to be ratified.
- 3.04** All Annual Registration Fees and Membership Dues shall be due 30 days from receipt of invoice. In the event that the Members fail to ratify the said Annual Membership Dues, the ALA will refund to the Members all amounts paid in excess of the previous year's Annual Membership Dues.
- 3.05** A Member shall not be in good standing unless it has paid the Annual Registration Fees and Membership Dues.
- 3.06** Life Members shall not be required to pay Annual Registration Fees and Membership Dues.
- 3.07** Upon payment of the Annual Registration Fees and Membership Dues, a Member shall not be entitled to a refund except as provided under Bylaw 3.04.
- 3.08** ALA Registration Fees are determined annually by the Board upon approval of the budget and ratified by the Membership.

## **BYLAW 4 – MEETINGS OF MEMBERS AND VOTING**

### **4.01 ANNUAL MEETING**

The Annual Meeting shall be held within 120 days after the fiscal year end, at a place and on a day to be fixed by the Board. Unless otherwise arranged, in accordance with these Bylaws, this shall be the only General Meeting for the Association.

### **4.02 ORDER OF BUSINESS**

At every Annual Meeting an Order of Business shall be presented and accepted by those in attendance.

### **4.03 SPECIAL MEETINGS**

Other meetings of the Members (herein called "Special Meetings) shall be convened for any time and place in Alberta. Upon receipt of a written request of a special meeting signed by four (4) Board Members in good standing, a Special Meeting shall be convened within sixty (60) days of the receipt of the request. The order of business shall be presented and accepted by those in attendance.

### **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 with thirty (30) days prior notice. The notice of the meeting shall be deemed to be good and effective if sent to the last known address of the Member postmarked, faxed or emailed, thirty (30) days prior to the date of the meeting.

### **4.05 QUORUM**

A majority (51%) of the Members in good standing and present in person or via Proxy vote shall form a quorum at the Annual Meeting or Special Meeting. In the event that a majority of the Members are not present within one (1) 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 Director of Administration via the ALA Office 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) The President, Director of Administration, Director of Marketing and Communication, Director of High Performance, Director of Development, Past President, and each President of a Local Governing Body shall have one (1) vote;
- (b) Each Voting Member in good standing shall have one vote; and

- (c) All votes eligible to be cast by those in attendance shall be cast on every motion unless excused by resolution of the Meeting or, unless disqualified by reason of conflict of interest, 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 be a Member in Good Standing and:

- (a) Have completed registration as per ALA Regulations in the current season;
- (b) Have paid the Annual Membership Dues for the current year; and
- (c) Be present in person, have its representative present, or have a proxy in writing from the Member's Head Coach no later than the commencement of the meeting.

#### **4.07 VOTING**

- (a) At all meetings of the Members of the ALA, every question shall be decided by a simple majority of the votes of those entitled to vote who are present in person or through Proxy. 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 a person who is a member of the Board of Directors. Unless a poll is 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 ALA 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.
- (c) 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 ALA in a meeting of Members, upon the matter in question.

#### **4.07.1 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 cast the deciding vote.

#### **4.07.2 NUMBERING VOTES**

- (a) At meetings of Members, each voting member shall have one (1) vote.
- (b) The President, Director of Administration, Director of Marketing and Communication, Director of High Performance, Director of Development, Past President, and each President of a Local Governing Body shall have one (1) vote.
- (c) Proxy votes are allowed provided written notification prior to the commencement of the meeting to the ALA office signed by the Member Proxy votes are not permitted for the Members of the ALA Executive Committee.
- (d) The Member's votes may not be cast by a representative who is a member of the Executive Committee.



- (e) Every Member is entitled to appoint a representative at the AGM. Every Member, in absence of a representative, is entitled to proxy.
- (f) No Member shall be entitled to carry more than 33% of all potential votes.

## **BYLAW 5 – BOARD OF DIRECTORS**

### **5.01 AFFAIRS AND BUSINESS**

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

### **5.02 BOARD**

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

1. President
2. Director of Administration
3. Director of Marketing and Communication
4. Director of High Performance
5. Director of Development
6. Past President
7. Presidents of the Local Governing Bodies
8. President of the ALRA

### **5.03 QUALIFICATIONS**

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

### **5.04 POWERS OF THE BOARD**

For the purpose of carrying out the objects of the ALA, the Board shall manage the affairs of the ALA, 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 ALA 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) supervision of the collection of fees and funds of the ALA;
- (b) supervision of the expenditure of funds of the ALA;
- (c) to establish and define the Rules and Regulations of Lacrosse in the ALA, 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 LC;
- (d) 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 ALA, 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;

(e) to interpret and enforce the Bylaws, Policies, Rules and Regulations of the ALA and LC and for the betterment of lacrosse in the ALA;

(f) to recommend, draft and prepare changes to the Bylaws, for approval of the Members at the Annual Meeting;

(g) 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 ALA and/or the LC, or for any violation or breach of a decision or ruling of the Board;

(h) to appoint those Committee Chair Persons who are not elected pursuant to the Bylaws, and from time to time, define the duties of the Chairs, and the Agents and Executive Director of the ALA;

(i) to classify Lacrosse Teams, in its sole discretion, in all Categories or Divisions; and

(j) to approve or disapprove, in its sole discretion, applications for Membership.

## **5.05 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 LC, all decisions, rulings and interpretations of the Board are final and binding upon the Members, Lacrosse Teams, Players, Officers, and Officials.

## **BYLAW 6 – OFFICERS AND EXECUTIVE COMMITTEE**

### **6.01 OFFICERS**

The Officers of the ALA shall consist of the following:

1. President;
2. Director of Administration; and
3. Director of Marketing and Communication

### **6.02 EXECUTIVE COMMITTEE**

(a) The Executive Committee, with the Exception of Past President, shall be elected by the Members at the Annual Meeting and shall consist of the following positions with the following terms of office:

1. President (2 years)
2. Past President
3. Director of Administration (2 years)
4. Director of Marketing and Communication (2 years)
5. Director of High Performance (2 years)
6. Director of Development (2 years)

- (b) The terms of the office of President and Director of High Performance shall start in the same even year and the terms of office of the Director of Administration, Director of Marketing and Communication, and Director of Development shall start in the same odd year for the other terms of office.
- (c) No Member of the Executive Committee may hold a second position on the Board of Directors.

**6.02.1** The Executive Committee shall generally assist in the general operations of the ALA, 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 ALA;
- (c) assist in the preparation and recommend for approval of the ALA's Annual Budget and have the proposed budget delivered to the Board no later than thirty (30) days prior to the date of the AGM convened to approve the budget;
- (d) manage the association guided by the Strategic Plan;
- (e) shall have the power, on an emergent basis, when it is not reasonably possible to convene a meeting of the Board, to take any action that the Board or any Committee may take, except in relation to the expenditure of money over \$2,000.00; and
- (f) exercise such other powers as may be conferred by these Bylaws.

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

**6.03 DUTIES AND POWERS**

The duties and powers of the members of the Executive Committee are as follows:

**6.03.1 PRESIDENT**

**6.03.1.1** 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 ALA including, and, without limiting the generality of the foregoing, has the following duties and powers:

- (a) shall preside at and chair all meetings of the Members, Executive and the Board;
- (b) shall represent the ALA at all LC meetings;
- (c) shall be an *ex-officio* member of all Committees;
- (d) shall call all meetings of the Board and Executive at such time and place as may be required from time to time to transact the business of the ALA;
- (e) shall work with the Executive Director to ensure effective relations with the board members, stakeholders, members, and the public. The President may also interact with other members of the ALA Staff, normally through the Executive Director;

(f) shall have the power, on an emergent basis, to discipline any Player, Coach, Manager, Trainer, Lacrosse Team, Official, or Spectator 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 to the Discipline/Appeals Committee as hereinafter provided; and

(g) shall maintain contact with the sport community, the corporate sector, the media and the general public, speaking on behalf of the ALA on overall issues related to the sport.

**6.03.1.2** The President shall not vote at meetings of Members, the Board or Executive Committee, except in the case of an equality of votes on any question, the President shall have the deciding vote.

**6.03.2 PAST PRESIDENT**

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

**6.03.3 DIRECTOR OF ADMINISTRATION**

The Director of Administration shall be responsible for:

- The minutes of meetings of the members, Executive and Board
- Governance of the ALA
- Ensure that the Discipline and Appeals process is fulfilling its mandate and duties
- Registration of ALA Members (players, coaches, executives, officials and other personnel)
- Preparation of the annual budget
- Responsible for the custody and maintenance of all books and records of finances at the ALA office, as required by ALA Bylaws and the law
- Ensuring that the ALA is properly financially managed and will, along with other members of the Executive Committee, have signing authority
- ALA Insurance Policy and coverage
- Act in the absence of the President

**6.03.4 DIRECTOR OF MARKETING AND COMMUNICATION**

The Director of Marketing and Communication shall be responsible for:

- Marketing
- Sponsorship
- Publications
- Development Initiatives
- Act in the absence of the President and Director of Administration

**6.03.5 DIRECTOR OF HIGH PERFORMANCE**

The Director of High Performance shall be responsible for:

- Ensuring organization and administration of ALA teams to National Competitions
- Ensuring organization and administration of ALA Provincial Competitions
- Attending National Competitions or appointing a representative as may be necessary
- Consult with ALA Board of Directors to determine who will receive ALA endorsement for the hosting of National Competitions in Alberta
- Ensure sanction of ALA teams traveling outside of Alberta for competition

### **6.03.6**      **DIRECTOR OF DEVELOPMENT**

The Director of Development shall be responsible for:

- Recruitment of players in the disciplines of Box and Field
- Development of technical materials for coaching
- Recruitment, training and retention of coaches
- Officials recruitment, training, and retention
- Liaison between the ALA and officials
- The ALA's approval of the selection of officials for National and International competitions

**6.03.7**      The Directors are *ex officio* members of the Standing committees for which they are responsible.

**6.04**      In the event that the President is unable to act, the Director of Administration shall do so in his/her place. Should that Director be unable to act, then the Director of Marketing and Communication shall act.

## **BYLAW 7 – COMMITTEES OF THE BOARD**

### **7.01**      **ORGANIZATION**

The board may establish such special or standing committees as it from time to time determines and may dissolve, suspend, or re-establish such committees. The board shall define the powers, duties, and membership of the committee by Terms of Reference (TOR) and shall be governed by said TOR as approved by the board.

### **7.02**      **BOARD COMMITTEES**

Board committees, when used, will be assigned so as to minimally interfere with the wholeness of the Board's job and so as never to interfere with delegation from Board to President.

Board committees will assist the Board by preparing recommendations for Board deliberation.

Board committees shall not be created by the Board to advise employees.

Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

### **7.03**      **BOARD COMMITTEE STRUCTURE**

The Board of Directors may establish the following committees:

- Executive Committee;
- Administration Committee;
- Marketing and Communication Committee;
- High Performance Committee;
- Development Committee;and

- Discipline and Appeals Committee

The Board of Governors may strike *ad hoc or additional* committees for a specific task and limited time as required.

Committee members will be selected for their specialized skills and expertise, and their representation of the geographic regions served by the Alberta Lacrosse Association.

The Board may establish additional standing committees as required.

## **BYLAW 8 – OPERATIONAL PROCEDURES**

### **8.01        RESIGNATION**

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

### **8.02        REMOVAL**

**8.0.2.1**        The Members may, by resolution passed by a majority of the votes cast at a special general meeting of Members duly called for that purpose, remove any Director or Executive Committee Member 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 or Executive Committee Member so removed.

**8.0.2.2**        The Board may, by a two-thirds (2/3) vote, remove a Director, other than an Executive Committee member, 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.

**8.0.2.3**        Any Director, other than an Executive Committee member, 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.

### **8.03        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.

### **8.04        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.

## **8.05 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 so that all persons participating in the meeting can hear each other. 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.

## **8.06 CALLING OF MEETINGS**

Meetings of the Board shall be held at least three (3) times per year, 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 said meeting. Notice of every meeting so called shall be given to each Director not less than seven (7) days 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.

## **8.07 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 postponed 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 postponed until the next meeting.

## **8.08 MINUTES**

The minutes of the Executive, Board and Committees meetings shall include motions considered and their disposition, reports received either explicitly or as attachments and shall be distributed to the Directors as soon as possible and at the latest prior to the start of the next meeting.

## **8.09 VOTING**

**8.09.1** Directors shall vote on every motion unless excused by resolution of the Meeting from voting on a specific motion, or unless disqualified from voting by reason of a conflict of interest as contemplated pursuant to subsection 8.09.2.

**8.09.2** Directors 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) A contract for the sale of goods, merchandise, or services to which they are a party;
- e) On any question 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; or

- f) Any question directly affecting the placement or discipline of any player or personnel to whom they are directly related.

Any Director 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. Any director with a family member on the Board shall relegate vote and discussion to one representative on the Board and shall be deemed absent for that specific question.

### **8.09.3 PROXY VOTING**

No member of the Executive Committee shall be entitled to send a person to represent them or vote on their behalf at a meeting of the Executive or the Board of Directors. Any other Director, shall be entitled to appoint, in writing, a person to attend a meeting of the Board of Directors to represent him/her and cast a vote on his/her behalf provided that such representative shall be a member of the Board of the Local Governing Body or the ALRA.

**8.09.4** Recording: a Director may request his/her vote to be recorded in the minutes.

**8.09.5** At the discretion of the President, between General Meetings of the Board of Directors, any action such as policy or rule or regulation changes, shall be resolved as per Bylaw 8.09.6.

### **8.09.6 VOTING PROCEDURES (BOARD OF DIRECTORS)**

At the discretion of the President, an electronic vote may be held between General Meetings of the Board of Directors, any action such as policy or rule or regulation changes, shall be resolved in the following manner:

- (a) The President will prepare an E-mail/ Ballot proposal to be circulated to the Board of Directors with all supporting documentation.

The E-mail Ballot Process will consist of the following:

- i) First Reading: The ballot is to be circulated electronically to all board members as per the contact information provided to the ALA Office. Any questions, comments or concerns regarding the proposal are to be submitted to the office within 5 business days. If the vote is unanimous only the first reading will be required;
  - (ii) Second Reading: All questions, comments or concerns received (if any) are to be circulated with the appropriate answers or responses to the Board of Directors. Any suggested improvements to the proposal to be incorporated at the discretion of the President. Responses to the second reading are due to the ALA office within 5 business days; and
    - (iii) Final Reading/Vote: The proposal is circulated to the Board of Directors including all questions, comments or concerns with the appropriate responses calling for a final vote. Responses are due in the ALA Office within 5 business days
- (b) E-mail votes/responses will be accepted, however, only votes received from the Board Members email address according to what is on file with the ALA will be accepted. Otherwise, a faxed vote must be sent.



(c) A non-response to a ballot shall be deemed to be a vote in favor of the ballot.

## **8.10 MOTIONS**

**8.10.1** Each Director, except the Chairperson, shall have the privilege of proposing motions for consideration with requirement of a seconder.

**8.10.2** 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.

**8.10.3** 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.

**8.10.4** No Director shall speak more than twice to the same question (only once to a question of order), or no longer than five (5) minutes at one time. No Director or Committee Member shall speak a second time to a question until every Director choosing to speak has spoken.

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

**8.10.6** 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.

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

## **8.11 AMENDMENTS**

**8.11.1** Each Director 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.

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

**8.11.3** 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.

## **8.12 DECORUM**

**8.12.1** In debate, a Director shall confine comment to the question.

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

**8.12.3** 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.

## **8.13 SIGNED RESOLUTION**

A resolution signed by all Directors, 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.

**8.14 FIRST MEETING OF EXECUTIVE COMMITTEE**

The Executive Committee 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 quorum present, the first meeting shall be held at a place, date and time to be specified by those Members of the Executive Committee present at the Annual Meeting which in any event shall be within one (1) month from the date of the Annual Meeting.

**8.15 BOARD OF DIRECTORS QUORUM**

A majority of the Directors or their designates who have been appointed shall constitute a quorum for the transaction of business at any meeting of the Board.

**8.16 VOTES TO GOVERN**

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.

**8.17 DISCLOSURE OF INTERESTS IN CONTRACTS**

Every Director who has, directly or indirectly, any interest in any contract or transaction to which the ALA 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 ALA, 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.

**8.18 INDEMNITY OF DIRECTORS AND OFFICERS**

Except in respect of an action on behalf of the ALA to procure a judgment in its favor, the ALA 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 judgment, reasonably incurred by him in respect of being or having been a Director or Officer of the ALA, if:

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

**BYLAW 9 – RULES AND REGULATIONS**

**9.01** The Board may, from time to time, pass rules and regulations for the betterment of Lacrosse in Alberta, including, without limiting the foregoing, the better government, organization and

administration of Lacrosse as the Board, in its sole and absolute opinion and discretion may consider desirable.

- 9.02** Upon the Board approving and adopting a Rule and/or Regulation, the Director of Administration via the ALA Office shall forthwith give notice in writing of the said rule and/or regulation to the Members.

## **BYLAW 10 – VIOLATIONS OF BYLAWS, RULES, AND REGULATIONS**

### **10.01.1 VIOLATION AND DISCIPLINE**

Any Member, Member of Members, Lacrosse Team, Player, Parent/ Guardian of a Player, Coach, Manager, Trainer, Official, or Spectator who violates or breaches a Bylaw, Rule and/or a Regulation is subject to discipline as set out in the ALA Discipline and Appeals Policy.

### **10.01.2 CODE OF CONDUCT**

All Members, Members of Members, Lacrosse Teams, Players, Parent/ Guardian of a Player, Coaches, Managers, Trainers, Officials, and Spectators shall:

- (a) attempt at all times to work toward the goals and objectives of the ALA and the game of Lacrosse, and towards the betterment of its members;
- (b) strive to heighten the image and dignity of the ALA and the sport of Lacrosse as a whole, and to refrain from behavior which may discredit or embarrass the ALA or the Game;
- (c) always be courteous and objective in dealings with others;
- (d) except when made through proper channels, refrain from unfavorable criticism of others;
- (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; and
- (g) as a guest in a foreign country or other province abide by the laws of the host and adhere to any social customs concerning conduct.

### **10.01.3 NATURAL JUSTICE**

The rules of Natural Justice apply to the ALA Discipline and Appeal process and shall apply to the discipline process of the Members and Clubs.

### **10.01.4 SUSPENSIONS**

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

## **BYLAW 11 – ALA AND LC AUTHORITY**

### **11.01 BOARD DECISIONS – FINAL AND BINDING**

All Members, Members of Members, Local Governing Bodies, Lacrosse Teams, Players, Parent/ Guardian of a Player, Coaches, Managers, Trainers, Officials, Spectators and any other person, who has registered with and/or is recognized by the ALA in any capacity, recognizes and acknowledges that the ALA is the only body sanctioned by the LC to administer lacrosse in the Province of Alberta and as such agrees to be bound and abide by the Bylaws, Objects, and Policies, Rules, Regulations, decisions, and directions of the LC and the ALA, as may properly be in force, from time to time, in the Province of Alberta.

### **11.02 COURT ACTIONS**

All Members, Members of Members, Lacrosse Teams, Players, Parent/ Guardian of a Player, Coaches, Managers, Trainers, Officials, and Spectators by virtue and because of their status as such, agree that any recourse to the law courts of any jurisdiction before all rights and remedies as provided by these Bylaws, Policies, Regulations and Rules and the Bylaws of the LC have been exhausted, shall be prohibited. Further, any such recourse to the law courts as aforesaid shall be deemed by the ALA to be code of conduct violation enabling the President to suspend and/or disqualify the said persons pursuant to 6.03.1,1 (e)

## **BYLAW 12 – MANAGEMENT AND FINANCES**

### **12.01 FISCAL YEAR**

The fiscal year of the ALA shall commence on the 1<sup>st</sup> day of September of every year up to and including the 31<sup>st</sup> day of August of the following year.

### **12.02 ANNUAL FINANCIAL AUDIT**

**12.02.1** The books and financial records of the ALA may be compiled annually by staff or an external accountant and those books and financial records shall be audited annually as defined and required by the Government of Alberta by the person or persons appointed by the Members.

**12.02.2** The person or persons shall make such examination of the books, records and affairs of the ALA as will enable him or her to report to the Members as to the financial condition of the ALA.

**12.02.3** The person or persons shall have access at all times to all records, documents, books, accounts and vouchers of the ALA 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.

### **12.03 EXPENSES**

All members of the Board or Committees shall be entitled to reimbursement for the reasonable expenses incurred while engaged in business approved by the Board. Any two of the President and/or Director of Administration and/or Executive Director, shall approve all

expense claims to ensure their validity and conformity to the Regulations and approved budget.

#### **12.04 CUSTODY AND USE OF THE SEAL**

**12.04.1** The Board may adopt a seal, which shall be the common seal of the ALA.

**12.04.2** The common seal of the ALA 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.

#### **12.05 AMENDMENTS TO BYLAWS**

**12.05.1** 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 such resolution has been given at least thirty (30) days prior to the meeting at which it is intended to present such resolution to the Members and such 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.

**12.05.2** 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.

#### **12.06 LC MEMBERSHIP**

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

#### **12.07 INSPECTION OF RECORDS**

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

**12.07.2** The ALA Executive or Board has the authority to require its Members, Clubs, and Teams or others who administer lacrosse who are under the jurisdiction of the ALA to provide their books and records for inspection by the ALA. Such books and records shall be produced within a reasonable time after the request has been made.

**12.07.3** Annually, each LGB or Member not part of a LGB shall provide to the Director of Administration via the ALA Office their annual financial statement, minutes of their Annual meeting, and the names and addresses of their Directors and Executive Members.

#### **12.08.01 DISSOLUTION**

The Association shall be dissolved upon special resolution of Members.

#### **12.08.02 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 Association as determined by the dissolving special resolution or as may be otherwise required by law.

**12.08.03**    **ALA STAFF**

Employees of the ALA may not be members of the Board of Directors, without the consent of the Executive Committee. ALA Employees may be *ex-officio* members of ALA committees as appointed from time to time.