

# **CENTRAL ALBERTA LACROSSE LEAGUE OBJECTIVES AND BYLAWS**

*Amended as of October 28th, 2012*

## **OBJECTIVES**

### **ARTICLE 1**

This organization shall be called the Central Alberta Lacrosse League (CALL).

### **ARTICLE 2**

The objectives of the CALL are:

- a) To promote and encourage the formation of amateur lacrosse clubs.
- b) To establish and maintain a uniform test of amateur standing and uniform playing rules for amateur lacrosse.
- c) To encourage and foster personal development and leadership qualities of individuals through their participation in amateur lacrosse.

### **ARTICLE 3**

The operations of the CALL are to be carried out chiefly within the boundaries of the CALL. The CALL 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.

#### **1.04**      **“PERSON”**

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

#### **1.05**      **“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 or e-mail.

#### **1.06**      **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) “Appeal Fee” means that fee as defined and set out in Bylaw 11.10;
- (6) “Appellant” means the person initiating an Appeal by filing a Notice of Appeal;
- (7) “Board” means the Board of Directors of the CALL;
- (8) “Bylaws” mean the Bylaws of the CALL as amended from time to time;
- (9) “CALL” shall mean the Central Alberta Lacrosse Association;
- (10) “CLA” means the Canadian Lacrosse Association;
- (11) “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 CALL and are approved by the Board and operates a program in Lacrosse with one or more Lacrosse Teams.
- (12) “Coach” means a person registered with the CALL as a coach of a Lacrosse Team;
- (13) “Council” shall mean the CALL; (14) “Director(s)” means a director of the CALL;
- (15) “Discipline” means correction, chastisement, punishment, penalty, and without limiting the generality of the foregoing, shall include suspension, fine, expulsion and posting of a bond;

- (16) "Executive Committee" shall mean all elected officers.
- (17) "Financial Statement" means the financial statement of the CALL;
- (18) "Fiscal Year" shall have that meaning as defined in Bylaw 13.01;
- (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 CALL;
- (20) "League" shall have that meaning defined by the CLA from time to time;
- (21) "Manager" means a person registered with the CALL as a manager of a Lacrosse Team;
- (22) "Member" shall mean a Club or Member Team;
- (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 which may be required off the floor or field from time to time for the organized conduct of a game of Lacrosse;
- (25) "Officers" means the president or a person on the board of directors, or other officer of a member club;
- (26) "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;
- (27) "Past President" means the immediately former President of the CALL;
- (28) "Player" means a person registered with the CALL as a player on a Lacrosse Team;
- (29) "President" means that person elected as the president of the CALL;
- (30) "Referee" shall mean a person registered as a referee with the ALA qualified to officiate a Lacrosse game as determined from time to time by the ALA;
- (31) "Regulations" means those regulations of the CALL for the administration and advancement of Lacrosse;
- (32) "Respondent" means that authority that has made a decision or ruling that the Appellant has appealed;
- (33) "RMLL" means the Rocky Mountain Lacrosse League;
- (34) "Rules" means those rules of the game of Lacrosse as made from time to time by the CALL, 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 debarring of a person from the privileges of playing Lacrosse games or association with a Lacrosse Team or Member 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 debarring;

(37) "Vice-President" means that person elected as the vice-president of the CALL.

## **BYLAW 2 - MEMBERSHIP**

### **2.01 REGULAR MEMBERSHIP**

**2.01.1** Regular Membership to the CALL is open to the following:

- (a) An Amateur Lacrosse Team that is not within or part of a Club (hereinafter referred to as "Member Team") that satisfies the requirements of the CALL and whose chief place of operations is located in the bounds of the CALL.
- (b) Any Lacrosse Club (hereinafter referred to as "Member Club") whose place of operations is located in the bounds of the CALL and which satisfies the requirements of 1.07(10). See Appendix 1

**2.01.2** Each prospective Member, as a condition precedent to membership in the CALL shall agree that:

- (a) All Members recognize the CALL as the supreme authority concerning Lacrosse in the bounds of the CALL subject only to the right of appeal to the ALA and the CLA;
- (b) All Members shall unconditionally commit to obey and abide by the Objectives, Bylaws, Regulations, Rules and Policies of the CALL, ALA and the CLA and any amendments thereto;
- (c) It is desirable that the CALL be a fully governing organization and that it is an express agreement that all Members and persons registering with the CALL agree to be bound by the Objectives, Bylaws, Regulations, Rules, and Policies which are to be interpreted by the Board;
- (d) In order for the CALL to function efficiently, properly and to the best advantage of all Members, Lacrosse Teams, Players, Coaches, Managers, Trainers, Referees, and Officials as well as the sport and game of Lacrosse, the Board shall be the sole and final interpreter of the Objectives, Bylaws, Regulations Rules and Policies the application of the same, subject only to the rights of appeal as provided for by the bylaws of the CALL, the ALA and CLA;
- (e) Members shall conduct their Annual General Meeting and shall submit their AGM minutes, Executive List and Annual Financials Statements to the VP Finance by October 31st.

Each member shall submit a current report and up-to-date financial statement to the CALL AGM.

**2.01.3** Membership 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 CALL. 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.

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

**2.01.5** Membership in the CALL shall take effect upon the acceptance of the application for membership in the CALL.

**2.01.6** 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.

### **2.01.7 RESIGNATION**

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

### **2.01.8 EXPULSION AND SUSPENSION**

- (a) A Member may be expelled or suspended from membership in the CALL 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 pay membership dues to the CALL membership duties.

### **2.01.9 LOSS OF MEMBERSHIP**

- (a) A Member shall cease to become a Member of the CALL 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 CALL 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 CALL.
- 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 CALL.

### **2.03** **LIFE MEMBERSHIPS**

**2.03.1** Life Membership is the highest honor which may be bestowed by the CALL. It is to be awarded to individuals only for very distinctive services to the CALL. Nominations for Life Membership must be forwarded to the Board in writing thirty (30) days prior to the 1st day of September in each year, with the endorsement of at least four (4) Members on the nominating papers for each proposed Life Member. Life Members shall act in an advisory capacity to the Board, exercising all of the privileges of Directors (except where otherwise restricted in the Objectives, Bylaws, Regulations, Rules and Policies) 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.

**2.03.3** Expenses of the Life Members attending an Annual Meeting shall be paid by the CALL (so long as they reside in Alberta).

## **BYLAW 3 - DUES**

- 3.01** The annual dues for Membership in the CALL 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 Membership Dues as determined by the Board, the amount of the Annual Membership Dues for the year immediately following the Annual Meeting shall be those Membership Dues which were in existence for the previous year.
- 3.03** The Board, thirty (30) days prior to the Annual Meeting, shall notify the Members on the Annual Membership Dues as determined by the Board for the forthcoming year.
- 3.04** All Annual Membership Dues as determined by the Board pursuant to **Bylaw 3.01**, shall be due and payable by May 15. In the event that the Members fail to ratify the said Annual Membership Dues, the CALL 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 Membership Dues as determined by the Board pursuant to **Bylaw 3.01**.
- 3.06** Associate Members shall not be required to pay Annual Membership Dues unless directed by the Board.
- 3.07** Life Members shall not be required to pay Annual Membership Dues.

**3.08** Upon payment of the Annual Membership Dues, a Member shall not be entitled to a refund except as provided under **Bylaw 3.04**.

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

### **4.01 ANNUAL MEETING**

The Annual general meeting shall be held in the fall of each year, before November 1st, in Red Deer Alberta, 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) Reports of Members;
- (h) Notices of Motion;
- (i) Elections, in the following order, President (odd), Vice President (even), Secretary (odd), Treasurer (even);
- (j) Appointments;
- (k) New Business;
- (l) Adjournment.

### **4.03 SPECIAL MEETINGS**

Other meetings of the Members (hereinafter called "Special Meetings") shall be convened for any time and place in Red Deer 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 Red Deer within sixty (60) days of the receipt of the request. The order of business in 4.02 shall apply, with the necessary changes in points of detail.

### **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 fourteen (14) 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 fourteen (14) days prior to the date of the meeting.

#### **4.05 QUORUM**

A majority of the Members in good standing and Board of Directors and present in person or by proxy 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 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 has the number of votes as determined by 4.07.3;

(c) 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 CALL in the year immediately preceding the said meeting which was involved in active competition.

(b) Have paid their Annual Membership Dues if the meeting is an Annual Meeting.

(c) Be in good standing with the CALL.

(d) Be present in person or have its representative present at the meeting.

#### **4.06.3 MEMBER'S REPRESENTATIVE**

A Member of the CALL 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 CALL, 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 be 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 CALL 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 be 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 CALL in a meeting of Members, upon the matter in question.

#### **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.

#### **4.07.3 NUMBERING VOTES**

(a) At meetings of Member's or at meetings of the Executive Committee, Board of Directors, Members or the Presidents of the Member's as the case may be, shall be entitled to cast one (1) vote plus the votes depending on the number of players registered with that Member as of June 30 of the previous year. (Refer to Appendix C)

(b) The Member's votes may not be cast by a representative who is a member of the Executive Committee.

**4.07.4** The procedures in Bylaw 6 shall apply to the Meetings of Members, mutatis mutandis (with the necessary changes in detail), unless specifically provided for in Bylaw 4.

### **BYLAW 5 - Boundaries**

**5.01** The Boundaries of the CALL Members are as stated in the regulations.

### **BYLAW 6 - DIRECTORS AND DIRECTORS' MEETINGS**

#### **6.01 AFFAIRS AND BUSINESS**

The affairs and business of the CALL 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 CALL and are not by the Bylaws or by Statute expressly directed or required to be done by the CALL 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. Presidents of the Members

### **6.03 QUALIFICATIONS**

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

### **6.04 RESIGNATION**

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

### **6.05 REMOVAL**

**6.05.1** 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 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.

**6.05.2** The Board may, by a two-thirds (2/3) vote, remove a Director 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.

**6.05.3** 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.

### **6.06 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.

### **6.07 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.

### **6.08 PLACE OF MEETINGS**

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

### **6.09 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.

## 6.10 CALLING OF MEETINGS

Meetings of the Board shall be held at least once per month in February, 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 said meeting. Notice of every meeting so called shall be given to each Director not less than forty eight (48) hours (excluding any part of a Sunday and of a holiday as defined by the Interpretation Act) 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.

## 6.11 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.

## **6.12**      **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.

## **6.13**      **MINUTES**

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

## **6.14**      **VOTING**

**6.14.1**      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.

**6.14.2**      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) Effecting 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.
- f) Any question directly effecting 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.

**6.14.3**      No absentee voting shall be allowed.

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

## **6.15**      **MOTIONS**

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

- 6.15.2** 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.
- 6.15.3** 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.
- 6.15.4** No Director or Committee Member 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 or Committee Member choosing to speak has spoken.
- 6.15.5** A proposer shall not speak against a motion, even though he/she shall have the privilege of casting a vote against.
- 6.15.6** 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.
- 6.15.7** 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.

**6.16** **AMENDMENTS**

- 6.16.1** 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.
- 6.16.2** An amendment, if accepted by the proposer of the original motion becomes part of the motion, and is not recorded separately in the minutes.
- 6.16.3** 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.

**6.17** **DECORUM**

- 6.17.1** In debate, a Director or Committee Member shall confine comment to the question.
- 6.17.2** 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.
- 6.17.3** 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.

**6.18** **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.

## **6.19 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. The President and Treasurer, shall countersign all expense claims to ensure their validity.

## **6.20 FIRST MEETING OF NEW BOARD**

Provided that a quorum of Directors is present, each newly elected Director 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.

## **6.21 QUORUM**

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

## **6.22 VOTES TO GOVERN**

Excepting out the Chairperson, each Director present shall have one (1) vote except as provided herein where the Member Presidents may cast more than one (1) vote as calculated in 4.07.3(a). 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.

## **6.23 DISCLOSURE OF INTERESTS IN CONTRACTS**

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

## **6.24 INDEMNITY OF DIRECTORS AND OFFICERS**

Except in respect of an action on behalf of the CALL to procure a judgment in its favor, the CALL 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 CALL, if:

(a) he or she acted honestly and in good faith with a view to the best interests of the CALL, 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 CALL, the Board shall manage the affairs of the CALL, 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 CALL 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 CALL;
- (b) supervision of the expenditure of funds of the CALL;
- (c) to establish and define the Rules and Regulations of Lacrosse in the CALL, 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;
- (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 CALL, 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 approve all playoff schedules as submitted and formats;
- (f) to interpret and enforce the Bylaws, Policies, Rules and Regulations of the CALL, ALA, CLA and for the betterment of lacrosse in the CALL;
- (g) to recommend, draft and prepare changes to the Bylaws, for approval of the Members at the Annual Meeting;
- (h) 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 CALL, ALA and/or the CLA, or for any violation or breach of a decision or ruling of the Board;
- (i) 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 CALL;
- (j) to classify Lacrosse Teams, in its sole discretion, in all Categories or Divisions;
- (k) 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 the Members, Lacrosse Teams, Players, Officers, and Officials.

## **BYLAW 8 – EXECUTIVE COMMITTEE, DIRECTORS AND STANDING COMMITTEES**

### **8.01 EXECUTIVE COMMITTEE**

**8.01.1** 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
2. Vice-President
3. Past President
4. Secretary
5. Treasurer

**8.01.2** The Executive Committee shall generally assist in the general operations of the CALL, 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 CALL;

(c) assist in the preparation of the CALL'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.

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

### **8.01.3 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 CALL 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 CALL at all ALA and CLA meetings as required;

(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 CALL;

(e) shall have the power, on an emergent basis, to discipline any 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 to the Discipline/Appeals Committee 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 to the Discipline/Appeals Committee as hereinafter provided.



(g) Shall serve a two year term elected in odd number years

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.

#### **8.01.4 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.

(a) Shall serve a two year term elected in even number years.

#### **8.01.5 PAST PRESIDENT**

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

#### **8.01.6 SECRETARY**

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

(a) shall serve a two year term elected in odd number years.

#### **8.01.7 TREASURER**

The Treasurer shall be the custodian of and responsible for all books and records of finances required to document the activities of the CALL pursuant to the requirements of the Societies Act. Will be a signing authority along with the President.

(a) shall serve a two year term elected in even number years.

#### **8.01.8 REFEREE-IN-CHIEF**

This is a (non-voting )Board of Director Position Appointed to the CALL by the Alberta Lacrosse Referees Association on a yearly basis.

Must be a Member of the Alberta Lacrosse Referees Association. The Referee-In-Chief shall develop, maintain and implement programs for the training, instruction and certification of game officials, shall be the official CALL rules interpreter, shall be responsible for the issuance of all rule books and regulatory information shall maintain a control registry of qualified referees and shall schedule referee assignments through himself or his designate.

Shall serve as a resource person for the CALL Discipline/Appeals Committee.

#### **8.01.9 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.

### **8.01.10 ROCKY MOUNTAIN LACROSSE LEAGUE (RMLL)**

This is a non-voting Position Appointed to the CALL by the Red Deer Major lacrosse Association on a yearly basis. The person will be a liason between the CALL and the RMLL and act as a resource person for the players graduating from minor.

### **8.01.11 STANDING COMMITTEES**

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

### **8.01.12 DUTIES AND DESCRIPTIONS OF STANDING COMMITTEES**

#### **8.01.12.1 Discipline/Appeals Committee**

Composed of appointees from each of the Member Clubs (one appointee each). To rule on disciplinary issues submitted to the Committee pursuant to CALL or ALA or CLA rules and complaints against any member of the CALL. The chair or his or her delegate, when requested, shall also interpret CALL or ALA or CLA rules when the issue relates to disciplinary action. The Committee shall also act as an Appeals Committee to hear appeals from anyone who complains of a decision made by that persons club or team (in the case of a Member Team) and to hear appeals pursuant to Bylaw 8.02.3 (e) and (f).

Discipline/Appeals Committee Chair shall be appointed by Board of Directors to a one year term at the first meeting following the AGM.

#### **8.01.13 CALL Staff**

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

## **BYLAW 9 - FUND RAISING**

### **9.01 FUND RAISING**

Eighty (80) percent of casino profits will be allotted to the CALL to be designated for a non-seasonal fund to be disbursed periodically. The twenty (20) percent remainder will be distributed to clubs, according to the number of workers supplied, to be spent on tournament travel, equipment, and program development.

## **BYLAW 10 – RULES AND REGULATIONS**

**10.01** The Board may, from time to time, pass rules and regulations for the betterment of Lacrosse in the CALL, 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.

**10.02** Each Member, Lacrosse Team, Player, Coach, Manager and Official shall be entitled to a copy of the Rules and Regulations of the CALL as published by the CALL from time to time.

**10.03** 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.

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

## **BYLAW 11 – VIOLATIONS OF BYLAWS, RULES AND REGULATIONS**

### **11.01.1 VIOLATION AND DISCIPLINE**

Any 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.

### **11.01.2 CODE OF CONDUCT**

All 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 CALL and the game of Lacrosse, and towards the betterment of its members;

(b) strive to heighten the image and dignity of the CALL and the sport of Lacrosse as a whole, and to refrain from behavior which may discredit or embarrass the CALL 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 CALL;

(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.

### **11.01.3 NATURAL JUSTICE**

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

### **11.01.4 SUSPENSIONS**

The CALL shall establish (impose) suspension guidelines which accompany infractions committed during a lacrosse game. There is no appeal from such automatic suspensions as defined in ALA Regulations 22.01

### **11.01.5 JURISDICTION OF DISCIPLINE/APEALS COMMITTEE**

A discipline or appeal matter may come within the jurisdiction of the Discipline/Appeals Committee in the following ways:

- (a) receipt of a complaint;
- (b) referral by the President or Vice-President of an alleged violation;
- (c) game infractions which are subject to automatic referral to the Committee;
- (d) appeal from the decision or ruling of a Member under Bylaw 11.05;
- (e) appeal from the decision of the President pursuant to 8.02.3 (e) or (f).
- (f) as defined in ALA regulation 22.01

### **11.01.6 HEARING PROCESS**

- (a) Upon receipt of the notice or information referred to in 11.01.5, the Chair of the Discipline/ Appeals Committee shall, if the matter is pursuant to 11.01.5 (a), (b) or (d), will within 3 days appoint a hearing committee and a date, time and place for the discipline committee to meet - within 7 days from the date of appointment.
- (b) If the Chair is unable to act, the chairs appointee shall act as Chair
- (c) The Chair will advise of the procedure to be followed at the hearing. It is solely within the discretion of the Discipline/Appeals Committee to allow the hearing of a witness or the admission of evidence at the hearing. On an appeal, it is solely within the discretion of the Appeals Committee to consider only the evidence or the record that was in front of the committee it was appealed from.

**11.01.7** 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.

**11.01.8** The Committee may call witnesses and require any relevant information.

**11.01.9** 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, to be heard, and to cross-examine witnesses called by the Committee or by other parties. In the case of written material or information received other than by way of the witness being present at the hearing, either personally or by telephone, any party may apply to the Committee to have the opportunity to cross-examine the witness either at the Hearing or by telephone.

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

**11.01.11** The decision of the Committee shall be rendered in writing with reasons within two (2) days of the completion of the Hearing and copies shall be provided within that time to all interested parties who participated in the Hearing. The decision shall also be copied, within that time, to any interested Member. The responsibility for delivering the copies of the decision is the Committee's.

**11.01.12** The Committee may:

- (a) dismiss the complaint or alleged violation, or appeal;
- (b) fine, suspend, expel and impose probation with terms;

(c) in the case of an Appeal, the Appeal and quash the decision appealed from and impose in its place any decision that the authority appealed from could have imposed;

(d) in the case of an appeal, quash the decision appealed from;

(e) in the case of an appeal, award costs to the appellant or respondent against the other, if the Committee is of the opinion that the conduct of either party was grossly unreasonable or in bad faith, but in such case, no award of costs may be made without giving the parties an opportunity to be heard on the issue of costs;

(f) If the matter is pursuant to 11.01.5(c):

(i) There shall be no hearing unless the Chair of the Committee so directs, in which case the procedure set out in 11.01.6 to 11.01.12 shall apply (other than as it only applies to Appeals). 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;

(ii) Automatic referrals to the Committee shall be dealt with on a weekly basis by the Committee Chair.

(iii) Further disciplinary action arising out of an automatic referral shall be forthwith communicated by the Committee to the President of the disciplined person's Member 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; and

(iv) 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.

**11.02** The Discipline/Appeals Committee shall meet as required during the Minor Box Lacrosse Season unless there are no referrals, complaints or automatic referrals to the Committee.

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

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

**11.05 APPEAL FROM DECISION OF MEMBER**

In the event that a Lacrosse Team, 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; and;

(b) all Appeal avenues as provided by the Member have been exhausted;

The said Lacrosse Team, Player, Coach, Manager, Trainer or Official may appeal the aforesaid decision or ruling to the Discipline/Appeals Committee.

#### **11.06 APPEAL TO BOARD**

An Appeal lies to the Board from the whole or any part of a decision or ruling made by the Discipline/Appeals Committee pursuant to Bylaw 11.

#### **11.07 EFFECT OF APPEAL**

An Appeal to the Discipline/Appeals committee and to the Board does not operate as a stay of the decision or ruling appealed from, except so far as the Chair of the Discipline/Appeals Committee or the President, as the case may be, may direct upon written application of the Appellant.

#### **11.08 NOTICE OF APPEAL**

All Appeals shall be initiated by notice in writing ( "Notice of Appeal") addressed to the Chairperson of the Discipline/Appeals Committee in the case of an Appeal to the Discipline/Appeals Committee and to the Secretary in the case of an Appeal to the Board and filed within seven (7) days of the date of the decision being appealed. The Notice of Appeal may be filed by ordinary mail, courier, or facsimile.

#### **11.09 CONTENTS OF NOTICE OF APPEAL**

The Notice of Appeal shall contain 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, whether by document or viva voce ( with the living voice) evidence.

#### **11.10 APPEAL FEES**

Appellants shall be required to pay the CALL a fee for an Appeal, which fee shall be payable with the filing of the Notice of Appeal. Each individual issue is subject to a separate fee. The fee will be set by the board in the regulations. The Appeal Fee is refundable in the event of success of the Appeal.

- 11.10.1** Upon receipt of a Notice of Appeal to the Board, the Secretary shall notify the President who shall, within three (3) days appoint an Appeal Committee composed of three (3) non-interested Directors.

#### **11.11 APPEALS TO BOARD**

In Appeals to the Board the procedures applicable to Appeals to the Discipline/Appeals Committee apply, with the necessary changes in points of detail.

## **BYLAW 12 - EXCLUSIVE JURISDICTION**

### **12.01 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.

### **12.02 COURT ACTIONS**

All Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, 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 ALA and the CLA have been exhausted, shall be prohibited. Further, any such recourse to the law courts as aforesaid shall be deemed by the CALL to be unsportspersonlike conduct enabling the President to suspend and/or disqualify the said persons pursuant to 8.02.3 (e) or (f).

## **BYLAW 13 – GENERAL**

### **13.01 FISCAL YEAR**

The fiscal year of the CALL shall commence on the 1st day of October of every year to and including the 30th day of September the following year.

### **13.02 ANNUAL FINANCIAL REVIEW**

**13.02.1** The book and financial records of the CALL shall be reviewed annually by the reviewer appointed by the Members (the "reviewer")

**13.02.2** The Reviewer shall make such examination of the books, records and affairs of the CALL as will enable him or her to report to the Members as required in **Bylaw 13.02.3**.

**13.02.3** The Reviewer shall report to the Members at the Annual Meeting regarding the Financial Statement of the CALL and shall state in the report whether in his or her opinion the Financial Statement presents fairly the financial position of the CALL and the results of its operations for the period under review, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

**13.02.4** The Reviewer in his or her report, shall also make appropriate statements in any instance that:

(a) the financial statement of the CALL is not in agreement with the accounting records, or

(b) he or she has not received all the information and explanations that he or she had required, or

(c) proper accounting records have not been kept, so far as appears from his or her examinations.

**13.02.5** The Reviewer shall have access at all times to all records, documents, books, accounts and vouchers of the CALL 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.

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

**13.03.1** The Board may adopt a seal which shall be the common seal of the CALL.

**13.03.2** The common seal of the CALL 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.

### **13.04 AMENDMENTS TO BYLAWS**

**13.04.1** 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 provide 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.

**13.04.2** 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.

### **13.05 ALA AND CLA MEMBERSHIP**

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

### **13.06 INSPECTION OF RECORDS**

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

## **DISSOLUTION**

The CALL shall be dissolved upon special resolution of Members.

## **DISTRIBUTION OF ASSETS**

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