

HIGH RIVER LACROSSE ASSOCIATION

BY-LAWS

**ARTICLE 1
NAME AND GENERAL**

1.1 Name

The name of the Society shall be the “High River Lacrosse Association” (hereinafter called the Association).

1.2 Dissolution

In the event of dissolution or liquidation of the Association, all assets remaining after payment of liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Board.

1.3 Non-Profit Organization

The Association is a non-profit organization that shall not make any distributions of assets or payments to its members, and all benefits and revenues will be used by the Association to promote its objectives

**ARTICLE 2
MEMBERSHIP**

2.1 Membership

A member shall be any person at least 18 years of age who:

- a) Is a registered player with the Association; or
- b) Is the parent or guardian of any player registered with the Association; or
- c) Such other person at least 18 years of age who meets such other criteria for membership as the Board may from time to time establish, including without limitation any person who is a coach, manager or other official registered with the Association, and who is willing to support the promotion and development of lacrosse provided such persons or the player for whom a person is the guardian or parent has fully paid all membership fees, registration fees, annual dues or any other fees, dues or amounts payable by Members and owing to the Association.

2.2 Resignation and Suspension

- a) Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of same with the Secretary of the Association.
- b) Any member may be required to resign by vote of note less than three-quarters of the called Board.

- c) Any Member required to resign from the Association shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for which the resignation was required no longer exist. Any Member who voluntarily resigns while in good standing shall automatically be considered for re-admission to membership upon receipt of a written request.

ARTICLE 3 ASSOCIATION MEETINGS

3.1 Meetings

All General Meetings, including the Annual General Meeting, shall be open to the public.

3.2 Annual General Meeting

The Annual General Meeting of the Association shall be held in the County of Foothills and an Annual General Meeting shall be held once in every calendar year and not more than 16 months after the holding of the last preceding Annual General Meeting.

3.3 Special General Meeting

A General Meeting of the Association, other than an Annual General Meeting, shall be called a Special General Meeting. The Board may whenever they think fit convene a Special General Meeting at such time and place as they may determine. The Board shall upon the requisition of the holders of not less than 20 (twenty) Members in good standing of the Association forthwith proceed to convene a Special General Meeting of the Association and at a Special General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Board, no business other than that stated in the requisition as the objects of the meeting shall be transacted thereat.

3.4 Notice Record

Notice of a General Meeting shall be served on each Member registered in the Register on the date the notice is served, on each Director and on the auditor of the Association.

3.5 Period of Notice

A General Meeting, including any Annual Meeting or Special General Meeting, other than a meeting called to approve a special Resolution, may be called on not less than 14 days written notice, which notice shall specify the day, hour and place of the meeting, and in the case of special business, the nature of the business.

3.6 Special Resolution

Where it is proposed to pass a Special Resolution at a General Meeting the Association will give Members notice as is required to be given together with a general description of such business which shall be served. A meeting of members may be held for any purpose, at any time and at any place without notice, if all the members entitled to notice of such meeting are present in person or if the absent members shall have signified (whether before or after the meeting) their consent in writing to such meeting

being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any members or the duly appointed proxies of any members. It shall not be necessary to give notice of any adjourned meeting.

3.7 Irregularities in Notice

- a) Whenever under the provision of these bylaws of the Club, notices are required to be given, such notice may be given either personally, by mail or electronic communication, addressed to the director, officer, or member at their address as it appears on the books of the Club. For the purpose of sending any notice to the address of any member, director or officer, the address shall be the last address recorded on the books of the club.
- b) No error or omission in giving notice of any annual general meeting, general meeting, or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice on any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat

ARTICLE 4 PROCEEDINGS AT ANNUAL GENERAL MEETINGS

4.1 Order of Business at Annual General Meeting

The following items of business shall be dealt with at each Annual General Meeting:

- a) Minutes of the last general meeting and business arising therefrom
- b) Agenda approval
- c) Executive committee report
- d) Board of Director's report (oral and brief)
- e) Election of Board of Directors
- f) Appointment of Financial Auditor(s)
- g) New business
- h) Adjournment

4.2 Members Business

Any Member may request that any matter be put on the agenda at an Annual General meeting, provided that such request is made in sufficient time in advance of the said Annual General Meeting that notice of the matter may be included in the Notice of Annual General Meeting.

4.3 Quorum

Fifteen (15) Members in good standing shall be a quorum for a General Meeting, including any Annual Meeting and any Special General Meeting, for all purposes.

4.4 Lack of Quorum

- a) When a quorum is not available at the Annual General Meeting, quorum is considered to be those present after 15 minutes from the scheduled start time.
- b) The meeting, if convened upon the requisition of Members, does not meet full Quorum, the meeting shall be dissolved.

4.5 Voting

Each member in good standing and personally present shall have the right to one (1) vote on each matter voted on at the General Meeting, no proxies shall be permitted. A majority vote shall determine all matters except where a special resolution is required. Every motion shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any member. In the case of an equality of votes, the Meeting Chair shall have a second and deciding vote.

4.6 Meeting Chair

The President shall preside as Meeting Chair at every General Meeting of the Association. Failing the President, the Past-President or the Vice-President, in that order, shall preside. If there is no President, Past-President, or Vice-President or if at any meeting any one of them is not present within fifteen (15) minutes after the time for holding the meeting, the Members present shall choose a Director present to be the Meeting Chair.

4.7 Adjournment

The Meeting chair may, with the consent of the members present, adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Executives of the Board

- a) The Executive of the Board shall consist of:
 - i. The President
 - ii. Registrar
 - iii. The Vice President
 - iv. The Secretary
 - v. The Treasurer
- b) The Executives shall serve minimum 2 year terms. Two executive positions will change on even years and two will change on odd years.
- c) Executives must have served one prior one year term on the Association's Board previously.

5.2 Membership of the Board

The Board of Directors shall consist of not less than five (5) and not more than eighteen (18) directors, which shall consist of the Officers of the Association together with not more than twelve (12) Directors at large, all as elected pursuant to these By-Laws.

5.3 Retiring Directors

At the first Annual General Meeting and at every succeeding Annual General Meeting all of the Directors, excluding the executives as outlined in 3.1, however appointed or elected shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

5.4 Fill Vacancies

The Association at the General Meeting at which any Directors retire in the manner aforesaid shall fill up the vacated offices by electing new Directors or in case any change in the number of Directors is made at any such meeting, shall elect the number of persons to be Directors as may be fixed by such meeting.

5.5 Nomination of Directors

Directors chosen by the Membership shall be elected from:

- a) Lists presented by the Nominations Committee appointed by the Board; and
- b) Nominations made from the floor of any General Meeting at which an election of Directors is to take place, such nomination to be made any Member in good standing with the consent of the nominee.
- c) A Director must be not less than 18 years of age.

5.6 Term

- a) Unless a Director resigns or has been removed from the Board, a Director shall hold office until their successor is elected.
- b) An existing Director shall be eligible for re-election to the Board.

5.7 Vacancy

- a) The Board may appoint any person qualified in accordance with these By-Laws as a Director to fill a vacancy or an additional Director.
- b) Any Director appointed to fill a vacancy or as an additional Director shall hold office until the next Annual General Meeting.

5.8 Resignation

- a) Any Director may resign as a Director by giving written notice of his resignation to the President or Secretary of the Association.
- b) The continuing Directors may absorb/act for the resigned Director's duties, as long as there remains a quorum of the Board. If no quorum of the Board, the Directors may act only for the purpose of increasing the number of Directors to the quorum number, or to summon a general meeting of the Association, but for no other purpose.

5.9 Deemed Vacation of Office

The office of a Director shall be and shall be deemed to have been vacated if the Director:

- a) Is absent, without leave, from four (4) successive meetings of the Board

- b) Is convicted of an indictable offense
- c) Becomes mentally incompetent or dies;
- d) Is removed from office by the Members of the Association in General Meeting

5.10 Removal of Directors

Any Director may be removed from office without reason by the vote of a majority of the Members present at a General Meeting of the Society where notice specifying the intention to pass a motion requiring the removal of the Director before the expirations

5.11 Duties of Directors

The Directors of the Association shall:

- a) Act honestly and in good faith with a view to the best interests of the Association, and
- b) Exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances.

5.12 Delegation by Board

The Board may delegate the management of the activities of the Association to any person or persons or committee, provided that no such delegations shall be irrevocable and that the activities and affairs of the Association shall be exercised under the ultimate direction of the Board.

ARTICLE 6 BOARD MEETINGS

6.1 Regular Board Meetings

- a) The Board shall hold a Board Meeting at the close of the annual general meeting of the Association.
- b) Meetings of the Board of Directors may otherwise be held from time to time as the Board determines.
- c) The Board shall hold a minimum of six (6) meetings per year, which may include the meeting held immediately following the Annual General Meeting.

6.2 Convening of Board Meetings

Meetings of the Board shall be called by the President or on the direction in writing of any (3) Directors.

6.3 Notice of Board Meetings

Notice of meetings shall be not less than three (3) days before the meeting is to take place. The Board may by motion appoint a regular time and place for meetings, and no further or other notices of such time and place than the entry of such motion upon the minutes of the meeting at which it was passed shall be necessary.

6.4 Quorum

A quorum for any meeting of Board shall be a majority of the Directors then holding office, provided that at least one member of the Executive Committee is in attendance. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Directors generally.

6.5 Voting

Motions arising at any meeting of Board may only be decided by a majority vote, the President (or Meeting Chair) will only vote in the event of a tie.

6.6 Chair

The Chair of the Board shall be the President. If the President chooses, or is not present at any meeting at the time appointed, a Vice-President or chosen representative of the Board, shall chair the meeting.

6.7 Adjournment

Any meetings of the Board may be adjourned at any time and such business that has been transacted at the meeting will stand for said meeting. No notice shall be required of any such adjournment. Such adjournment may be made withstanding that no quorum is present.

6.8 Meeting in Absence of Notice

Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board or if all the members thereof are present or if those absent waive notice of or otherwise signify their consent to the meeting in writing; otherwise such previously convened meeting and the business transacted there at shall be null and void.

6.9 Motion Signed by Board Members

A motion signed (or emailed) by all members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.

6.10 Minutes

The Directors shall be provided minutes detailing:

- a) Of all appointment of officers
- b) Of all names of all the Directors present at each meeting of Directors and of any committee of such Directors
- c) Of all orders made by the Directors and committees of Directors; and
- d) Of all motions and proceedings of general meetings and meetings of the Directors and committees.

Any such minutes of any meeting of Directors or of any committee or of the Association, if purporting to be signed by the Chair of such meeting or by the Chair of the next meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

ARTICLE 7 POWERS AND DUTIES OF OFFICERS

7.1 President

- a) The President shall be the Chief Executive Officer for the Association. They shall preside at all meetings of the Association and of the Board. They shall see that all orders and motions of the Board are carried into effect.
- b) The President shall be a non-voting member of all committees on which he has not already been appointed by the Board.

7.2 Past-President

The Past-President shall, in the absence or disability of the President and Vice-President, perform the duties and exercise the powers of the President and shall perform such other lawful duties as shall from time to time be assigned from the Board.

7.3 Vice-President

The Vice President shall assume the Chair of any meeting in the absence of the President and shall in the absence of the President, act on behalf of the President

7.4 Secretary

- a) The Secretary shall issue all Association Meeting notices and write such official letters as the Association may designate, and preserve a record of the proceedings of the Association. In particular, the Secretary has the duty to maintain a set of books in accordance with the *Societies Act (Alberta)*.
- b) The Secretary shall be responsible for taking and keeping all minutes of the meetings of the Directors and all meetings of the Society.

7.5 Treasurer

- a) The Treasurer shall collect and have custody of all funds of the Association and disburse monies after they secure approval from the Board.
- b) The Treasurer shall cause an annual audit of the books and accounts of the Association and submit a report to the Annual General Meeting of the Association.
- c) The Treasurer has the duty to ensure that all monies received are deposited in a current account with a chartered bank; trust company or credit union as are necessary to maintain the non-profit registered charitable status of the Association. The Treasurer shall ensure that no monies are withdrawn from any account except with the signature of the duly authorized officers with signing authority.
- d) The Treasurer has the duty to ensure that all expenditures are supported by receipts or vouchers.
- e) The Treasurer shall deliver to his successor in office all funds, books, documents, vouchers, and other property of the Association, which they may have in his possession or for which they are accountable.

7.6 Other Directors

The duties of other Directors shall be those as may from time to time be assigned by the Board or set forth by their terms of appointment.

ARTICLE 8 FINANCIAL MATTERS

8.1 Appointment of Auditors

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Association, to hold office until the next annual general meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor, if one is appointed, shall be fixed by the Board.

8.2 Rights and Duties of Auditors

The auditors so appointed shall make a report to the Members on the account examined by them and on every balance sheet and statement of income and expenditures before the Association at any Annual General Meeting during their tenure of office, and the report shall state:

- a) Whether or not they obtained all the information and explanations they have required; and
- b) Whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true view of the state of the Association's affairs as to the date of the balance sheets and the result of its operations for the year ended on the date according to the best of their information and the explanations given to them, as shown by the books for the Association.

8.3 Right of Access

Every Auditor of the Association shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from Officers of the Association such information and explanation as may be necessary for the performance of the duties of auditor.

8.4 Attendance at Meetings

The auditors of the Association are entitled to attend any meeting of members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

8.5 Period of Audit

The rights and duties of an auditor of the Association shall extend back to the date up to which the last audit of the Association's books, accounts and vouchers was made, or where no audit has been made, to date on which the Association was incorporated.

8.6 Accounts

The Association shall keep true accounts of the assets of the Association and of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditures take place; and of the credits and liabilities of the Association. The accounts shall be kept in such books and in such manner as the Board thinks fit and to the satisfaction of the auditors or accountants and shall at times be open to the inspection of the Directors.

8.7 Inspection of Books

The books, accounts, and records of the Association may be inspected by a member at the Annual General Meeting, or at any other time after giving reasonable notice and arranging a time suitable to the Officer having charge of same.

8.8 Remuneration of Directors

No Officer or Director of the Association shall be entitled to any remuneration by virtue of holding such office or position.

8.9 Reimbursement of Expenses

An Officer or Director may be reimbursed for any reasonable expenditure actually incurred in the performance of the duties as an Officer or a Director. An Officer or Director or Member may be reimbursed for any reasonable out-of-pocket expenditures incurred on behalf of the Association.

8.10 Salaries

The Board shall have the right to fix the salaries or remuneration to be paid to all employees of the Association and to delegate to any Officer the fixing and payment of salaries, remuneration or wages to employees.

8.11 Protection from Liability

Except to the extent required by the Statute, no Director or Officer of the Association shall be liable for:

- a) The acts, receipts, neglects or defaults of any other Director or Officer;
- b) Any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association.
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested;
- d) Any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities, or effects of the Association shall be deposited; or
- e) Any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

8.12 Personal Indemnity

Subject to the limitations contained in the Statute, every Director and every officer of the Association and every other person who has undertaken or is about to undertake any

liability on half of the Association may, from time to time, be indemnified and saved harmless by the Association from and against:

- a) Any liability and all costs, charges and expenses that they sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against them for or respect of the execution of his duties of his office; and
- b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Association.

8.13 Insurance

Subject to any limitations, which may be contained in the Statute, the Association may purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates such insurance as the Board may from time to time determine.

8.14 Fiscal Year

The fiscal year of the Association shall be September 30th in each calendar year.

ARTICLE 9 MISCELLANEOUS

9.1 Borrowing

- a) The Board may, from time to time, borrow money and charge, mortgage or pledge, any or all of the real or personal property of the Club to secure any liability of the Club. From time to time the Board may by resolution authorize any two directors for the Club to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, and generally to manage, transact and settle the borrowing of money by the Club.
- b) The Club shall not issue debentures without the sanction of a special resolution.

9.2 Signing Authority and Seal

- a) All deeds, documents, signing authority on all bank accounts and contract required to be signed by the Club shall be signed by the President and either the Secretary or Treasurer or in the President's absence, one of the Vice-Presidents and either the Secretary or Treasurer. Notwithstanding any provision to the contrary contained herein, the Board may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or application of the Club may or shall be executed.
- b) The seal of the Club shall be under the care and custody of the Secretary and may be affixed to all documents requiring same by the Secretary or as may be directed by the Board.

9.3 Amendment of By-Laws

- a) The By-laws of the Club shall not be amended, altered, rescinded or added to except by a special resolution of the members.
- b) Special Resolution is defined in section 1(d) of the Societies Act, R.S.A. 2000, c. S-14, as amended, to mean a resolution passed by the vote of not less than 75% of those members entitled to vote as are present in person, of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.