

Lacrosse New Brunswick By-Laws

November 9, 2025

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Bylaw 1- Membership

1.1 *Membership*

- 1.1.1 An individual may become a Member of the Association upon application for membership through individual lacrosse Clubs or Associations or as an individual member at a prescribed membership fee as set out in the Policies and Procedures Handbook.
- 1.1.2 Any individual who is serving on the Board of a Club/Association shall be a member. Such members shall have their annual membership fee waived, unless they are also participating as a player, coach, or official.
- 1.1.3 Any individual who is serving on a Committee of Lacrosse New Brunswick, or on the Board of Lacrosse New Brunswick shall be a member. Such members shall have their annual membership fee waived, unless they are also participating as a player, coach, or official.

1.2 *Definitions*

1.2.1 *Club/Association*

A Club/Association is an organization established for the purpose of playing one or more discipline(s) of the game of lacrosse within a defined geographical area. Typically, a Club/Association consists of several teams.

1.2.2 *League*

A League is a group of three or more teams playing scheduled games that result in a champion being declared at the end of the season. All Leagues must operate under the authority of a Club/Association or of two or more Clubs/Associations.

1.2.3 *Team*

A Team is a group of players that are playing for a Club/Association. An individual may be registered in more than one sector and in more than one age division per sector. However, an individual may only be registered with one team in a sector age division with the exception of club elite or representative teams.

1.3 *Withdraw Membership*

- 1.3.1 Members may withdraw from membership by giving written notice to the Provincial Office.
- 1.3.2 On receipt of said notice by the Provincial Office, the applicant shall cease to become a member.
- 1.3.3 Members who have withdrawn shall remain liable for payment of any assessment, dues or any other sums levied by the Association, and further, that no refund of fees shall be issued.

1.4 *New Club/Associations*

- 1.4.1 If a member Club/Association representing a particular sector has formed in a geographical area, i.e. rural town or city, that member Club/Association has the exclusive sector rights in that geographical area.
- 1.4.2 If anyone wishes to establish a new Association representing the same sector as an existing Association in a geographic area, the new Club/Association must receive permission in writing from the existing Club/Association, and a copy of that letter must be in the LNB office before the new Club/Association's membership is accepted.
- 1.4.3 If anyone wishes to establish a new sector Club/Association in a geographic area that already has a Lacrosse New Brunswick Association member Club/Association, the new Club/Association must notify the existing Club/Association in writing of its intent, and a copy of that letter must be in the LNB office before the new sector Club/Association's membership will be accepted.

Bylaw 2 - Meetings

2.1 *General Meetings*

- 2.1.1 The Annual General Meeting (AGM) is to be composed of the following delegates:
- 2.1.2 Each Club/Association in good standing shall be represented by their President (or his/her designate). Each Club/Association President shall represent their Association and vote on its behalf. The President (or his/her designate) of each Club/Association will make up the Member Council. The Member Council will vote on By-Law changes, vote to elect the LNB Board of Directors, and vote to approve the third-party for the annual LNB External Financial Review. All other matters, including changes to the LNB Policies and Procedures Handbook will be voted on by the Board of Directors.
- 2.1.3 Each Club/Association in good standing will have one vote on the matters listed above as the responsibility of the Member Council. The Chair of the AGM will vote only in the event of a tie.

2.2 *Date*

- 2.2.1 The Annual General Meeting of Lacrosse New Brunswick shall normally be held on the second weekend of November each year. This may be changed at the discretion of the LNB Board of Directors. Depending on restrictions placed on Lacrosse New Brunswick and the Member Associations, the Annual General Meeting has the ability to be completed online.
- 2.2.2 The Lacrosse New Brunswick Annual General Meeting shall be rotated throughout the province to Club/Associations willing to host this event. The location of the following year's Annual General Meeting shall be determined at the current Annual General Meeting.

2.3 *Voting & Notices*

- 2.3.1 Voting shall proceed by a show of hands, unless 3 delegates request a ballot prior to the calling of the vote by the Chairperson. Electronic voting can also be used for the voting process, if available to the delegates.
- 2.3.2 In the event of a tie vote, the Chairperson (President) shall cast the deciding vote.
- 2.3.3 Except for "special resolutions", an affirmative vote will be indicated by a simple majority of delegates present.
- 2.3.4 Any Constitution/By-law/ Policy changes that have been placed through the Lacrosse New Brunswick office, in accordance with 2.5.2, will require a simple majority to pass at the Annual General meeting.
- 2.3.5 Any Constitution/By-Law/ Policy changes that are brought to the Annual General Meeting floor not in accordance with 2.5.2 will require a 2/3 majority to come to the floor to be voted on.
- 2.3.6 If changes are made to a Policy, the following rules must be upheld:

- (a) Any Policy that is changed must not contradict the Lacrosse Canada and Lacrosse New Brunswick's Bylaws and Policies.
 - (b) Does not involve Lacrosse New Brunswick monetary issues.
- 2.3.7 Any point not covered by the present Bylaws, or the Policies and Procedures Handbook shall remain the exclusive responsibility of the Board. The Board may make revisions or additions, which will be "de facto" policy until the next general meeting of the Association at which time a vote will be taken on each change.
- 2.3.8 The Policies and Procedures Handbook may be amended at any general meeting of the Association.

2.4 Quorum

- 2.4.1 At the Annual General Meeting quorum is constituted by the delegates present.

2.5 Communication

- 2.5.1 Lacrosse New Brunswick must, within 60 days of the Annual General Meeting, notify all members of the date, location, and schedule of the Annual General Meeting. There will also be a reminder of the deadline for submitting any changes to the Constitution/By-Laws/ Policy Manual.
- 2.5.2 Any changes to the Constitution/By-Laws/ Policy Manual must be in the office of Lacrosse New Brunswick at least 30 days before the Annual General Meeting.
- 2.5.3 Lacrosse New Brunswick is responsible for communicating to all Associations any proposed changes to the Constitution, By-law and Policy Manual at least 15 days before the Annual General Meeting, so that each Association can review them.

2.6 Chairperson

- 2.6.1 The President of the Association shall chair the Annual General Meeting but may relinquish this duty to one of the Vice Presidents.

2.7 Election

- 2.7.1 Elected Presidents of Associations within the Province will, by virtue of their position of Association President, serve on the Member Council.
- 2.7.2 No person may be elected to the Board if they are not in attendance at the meeting unless correspondence is presented on behalf of the individual. The individual may also attend the Annual General Meeting virtually to present themselves for the Election.

2.7.3 The Director's term of office shall be:

- (a) President, for two years beginning on the even numbered years.
- (b) Vice President Operations, for two years beginning on the odd numbered years.
- (c) Vice President Provincial Teams, for two years beginning on the odd numbered years.
- (d) Vice President Planning and Development (Male Lacrosse), for two years beginning on the odd numbered years.
- (e) Vice President Planning and Development (Female Lacrosse), for two years beginning on the even numbered years.
- (f) Treasurer, for two years beginning on the even numbered years.
- (g) Official in Charge, for two years beginning on the even numbered years.
- (h) Secretary, for two years beginning on the odd numbered years.

2.7.4 Qualifications of Directors – A person elected or appointed as a Board Director must be of the age of majority at the time of his or her election and be in good standing with LNB. Individuals elected or appointed for a position on the Board but not having active membership status as a member of a Member Association shall, if elected, be deemed to have Active Individual Membership status and his or her membership fee shall be waived.

2.7.5 The office of a Director shall be automatically vacated:

- i) if a Director resigns his/her office by delivering a written resignation to the Head Office of the Association;
- ii) if a Director is found by a court to be of unsound mind;
- iii) if a Director becomes physically unable to fulfil his duties;
- iv) if a Director becomes bankrupt or suspends payment or compounds with his/her creditors;
- v) if at a special general meeting of the Member Council, a resolution is passed by at least two-thirds (2/3) of the voting members present at the meeting of which notice specifying the intention to pass such a resolution has been given, that the Director be removed from Office;
- vi) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the LNB Board by majority vote, may by appointment, fill the vacancy with a member of the Association for the duration of his/her term.

2.7.6 *Resignations and vacancies:* If any member of the Board resigns their office or without reasonable excuse is absent from two or more Board meetings, or has been expelled from the Association, the Directors (by motion) may declare their office vacated and may appoint a

successor in their place to hold office until the next AGM. If the appointment is confirmed at the AGM the new Director will hold office of the remainder of the term for the vacated office, whether that be for one or two years. If the appointment is not confirmed, an election will take place for an interim Director for the rest of the previous Directors term. If the resignation occurs at the AGM, then an election will take place for the remainder of the individual's term.

- 2.7.7 Vacancies on the Board, however caused, may be filled by the Board of Directors from among Active Members of LNB, but also including such individuals as the Board may recruit if they shall see fit to do so; otherwise, vacancies shall be filled at the next AGM.
- 2.7.8 The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.
- 2.7.9 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

2.8 *Special General Meeting*

- 2.8.1 On request of the President of the Association, or
- 2.8.2 On simple majority request of the Board, or
- 2.8.3 On special request of at least 3 members of Member Council.
- 2.8.4 A Special General Meeting shall be held at a place, time and date set by the President.
- 2.8.5 The President will have 2 working days, after receiving a request for a Special General Meeting, to set a date for the meeting, which shall be within 45 days of receiving that request.
- 2.8.6 A Special General Meeting shall be called in writing, as in policy 2.8, and the notice of convocation shall include the subject for the meeting's attention.
- 2.8.7 Delegates at a Special General Meeting are those as defined in 2.1.
- 2.8.8 Quorum and voting at a Special General Meeting shall be as defined by 2.1, 2.3, & 2.4.

2.9 *Procedure*

- 2.9.1 Any dilemma concerning the procedure of a General Meeting shall be resolved in accordance with Parliamentary Procedure.

2.10 *Semi-Annual General Meeting*

- 2.10.1 Voting rights will be the same as the previous Annual General Meeting with the addition of any new Associations/Clubs that have been established.

- 2.10.2 That the Semi-Annual General Meeting be held prior to June 30 each year with the location to be determined by the Board by March 31. The audited financial statement will be an item on the agenda.

Bylaw 3 – Board Duties and Powers

3.1 Duties and Powers

- 3.1.1 The affairs of the Association shall be governed by the Board. The Board of the Association consists of the following Directors: President, Treasurer, V.P. Operations, V.P. Provincial Teams, V.P. Planning/Development (Male Lacrosse), V.P. Planning/Development (Female Lacrosse), Secretary and Official in Charge.
- 3.1.2 The Goal of the Association is committed to ensuring gender diversity and will encourage balanced representation by Under-Represented Groups on its Board and on all Committees. When possible, no more than 60% of the elected Board members should identify as the majority gender.
- 3.1.3 No more than three (3) elected Board members should be from the same Member Association. If a nominee is not a member of a Member Association, they must be endorsed by the MA in which the individual resides. The nomination must include the written consent of the nominee, endorsement of the Member Association, and must be submitted to LNB thirty (30) days prior to the Annual General Meeting.
- 3.1.4 Any nomination of an individual for election must be a member in good standing with both their registered Member Association and LNB.
- 3.1.5 No Board member may hold office for more than three (3) consecutive terms unless the position they are nominated for is filled by acclamation after their third term. If appointed to the Board this term does not apply towards the 3 consecutively elected terms.
- 3.1.6 *Ex Officio Member:*
- The Past President of the Association shall be an Ex Officio Member of the Board and shall not have the right to a vote.
- 3.1.7 The management of the business and affairs of LNB is vested in the Board who may exercise all such powers and do all acts and things on behalf of LNB as may be exercised or done by LNB in general meetings. Without restriction, the generality of the foregoing, the duties of the Board shall be to administer, supervise and otherwise carry on the business and affairs of LNB except those specifically reserved for the LNB Annual General Meeting.
- 3.1.8 Subject to the Letters Patent, the Board may make such rules and regulations that it deems necessary for carrying out the objective of LNB and for better defining the duties of its officers and its directors and agents, employees and committees and may alter, amend or repeal the same.
- 3.1.9 The Board may establish such standing Committees or ad hoc Committees as in its sole discretion, it deems advisable and may delegate to such Committees such of its power, duties, and functions as it deems necessary. The Board shall specify the terms of reference of any such

Committee. Membership on such Committees shall not be restricted to members of the Board, however, any such Committee shall normally be Chaired by a LNB Director.

- 3.1.10 The Board is authorized to delegate power to the President or a Committee of the Board, at its sole discretion, and this body is empowered to manage the business and affairs of LNB between Board meetings.

3.2 *Election*

- 3.2.1 The Directors of the Association shall be elected as outlined in 2.1, 2.3, & 2.4.
- 3.2.2 Applications for Elections of the Board positions must be submitted to the LNB Office by the deadline determined by the Board. No applications will be accepted after this date unless there are no other applications submitted for a position.

3.3 *Quorum*

- 3.3.1 A quorum for meetings of the Board shall be four (4) voting members.

3.4 *Meetings*

- 3.4.1 The Board shall meet as often as it deems necessary with a minimum of nine meetings per year, including the Annual General Meeting.
- 3.4.2 Any member of the Board who is absent from three (3) consecutive scheduled meetings for other reasons than sickness, leave of absence, paid employment obligations or travel distance, may forfeit his/her membership on the Board. Any member forfeiting membership shall not be permitted to stand for office the following year.
- 3.4.3 One representative of the Member Council is invited to attend Board meetings as a voting delegate.

3.5 *Voting*

- 3.5.1 At meetings of the Board, all Board shall have 1 (one) vote except the President and Past President. The President shall cast a vote only in the event of a tie.
- 3.5.2 Under special circumstances, the Board may vote on an issue by mail or by email. A quorum must be reached as per policy 3.3.1, which states that 4 voting members shall constitute a quorum. Members not available to attend a meeting may vote in advance by mail or email; therefore, this individual shall be included as a member of the quorum.

3.6 *Chairperson*

- 3.6.1 The President shall chair all meetings of the Board.
- 3.6.2 In the eventuality that the President is unable to complete his/her term, the Board shall meet and appoint an Interim President. The Chairperson for this meeting will be the Treasurer. The appointed individual will remain in the position until the next AGM or SAGM where the individual will be confirmed in this role, or an election will take place as per 2.7.

3.7 *Powers of the Board*

The powers of the Board are as follows:

- 3.7.1 To formulate, prescribe, change and correct the Policies and Procedures Handbook on condition that it be in accordance with the objectives of the Association and, in general, to make decisions on all business submitted to the Board.
- 3.7.2 To organize, program and regulate all the activities of the Association.
- 3.7.3 To sanction activities within the Association's jurisdiction and to resolve any dilemma held in appeal.
- 3.7.4 To nominate permanent committees, special committees and to hire individuals to take charge of special or specific business.
- 3.7.5 To budget revenues and to authorize expenditures.
- 3.7.6 To supervise and coordinate the work of the Committees of the Association with no prejudice to the rights and powers of said committees.
- 3.7.7 To hire, discharge and discipline employees of the Association in accordance with conditions of employment established by the Board.
- 3.7.8 Make necessary adjustments to the programs of the Association for its effective operation.
- 3.7.9 Sanction competitions, clinics and other activities under the jurisdiction of the Association so long as the events are within the policies as set out by the Policies and Procedures Handbook.

3.8 *Screening and Training*

- 3.8.1 Each Board Member must have an up-to-date Security Clearance Screening on file with LNB within 90 days of the AGM. This will be submitted to the Secretary to keep on file or inserted into RAMP and will expire 3 years after the date issued.
- 3.8.2 Each Board Member must read and sign a Code of Ethics form and agree to its content prior to being a Director on the LNB Board (Refer to Appendix A).
- 3.8.3 If available, each elected Board Member is required to complete Governance Training within 90 days of the Annual General Meeting. Once complete, the Certificate will be submitted to the Secretary to keep on file.

Bylaw 4 – Board Job Descriptions

4.1 President

- 4.1.1 Attend all Board of Director meetings.
- 4.1.2 Attend and represent Lacrosse New Brunswick at all Lacrosse Canada meetings when required.
- 4.1.3 Attend all Financial Committee meetings.
- 4.1.4 Make sure that all operations of Lacrosse are operating smoothly by ensuring all Directors are fulfilling their duties, roles, and responsibilities.
- 4.1.5 Be in contact with the Office, Executive/ Technical Director.
- 4.1.6 Sign cheques when required.
- 4.1.7 Appoint additional members of the Board as required, subject to the approval of the Board.
- 4.1.8 Have the power, subject to the approval of the Board, to replace any of the elected members whom he/she feels is not fulfilling his/her duties
- 4.1.9 Assist the Board members

Directing

- The President shall be the employer of the Executive/ Technical Director. They shall provide direction to the Executive/ Technical Director on behalf of the Board and the members of Lacrosse New Brunswick.
- They shall oversee all Directors of the Association and provide direction and accountability to these members to ensure LNB is working effectively.
- The President shall call and chair all Board of Director meetings, a minimum of nine times per year, including the Annual Meeting, or when requested to do so by at least half of the Board members.

Monitoring

- The President shall be the employer of the Executive/ Technical Director. They shall monitor the performance of the Executive/ Technical Director on behalf of the members of Lacrosse New Brunswick. This shall include at least one yearly evaluation and goal setting session.
- They shall oversee all operations of Lacrosse New Brunswick and assist the Executive/ Technical Director in ensuring all Board members are performing their duties.
- The President shall coordinate with the Executive/ Technical Director all correspondence to the membership of Lacrosse New Brunswick.
- The President shall be notified of the time and place of all Committee meetings and may attend meetings when required.
- Review and approve the bank financial statement quarterly (four times a year).

4.2 *V.P. Operations*

- 4.2.1 Attend all Board of Director meetings.
- 4.2.2 Chair all Operation Committee meetings.
- 4.2.4 Work with all Presidents of the Member Associations and assist, if required, with any Operational tasks within each Member Association.
- 4.2.6 Be in contact with the Office and Executive/ Technical Director on a regular basis.
- 4.2.7 Be an assistant to the President
- 4.2.8 Fulfil all the duties of the President in the President's absence
- 4.2.9 Assist Board members
- 4.2.10 Be one of LNB's signing officers

Directing

- The V.P. Operations should act as the liaison for Lacrosse New Brunswick with each Member Association President.
- The V.P. Operations should work in co-operation with the Executive/ Technical Director to educate the Member Association(s) on their funding guidelines and priority areas.
- The V.P. Operations is responsible for organizing/ planning LNB Provincial Championships and any corresponding Committees related to the Provincial Championships.
- The V.P. Operations will work with the Associations to plan and sanction lacrosse tournaments within New Brunswick.

Monitoring

- The V.P. Operations shall take a lead role in monitoring and assisting the Member Association's activities, such as their Box, Field and Sixes seasons so that MA's across the province are working together with similar goals.
- They shall be in communication with the Member Association(s) on a regular basis to ensure their plans are followed through, and to assist the Member Association in the execution of their plans.

4.3 *Treasurer*

- 4.3.1 Attend all Board of Director meetings.
- 4.3.2 Attend and Chair all Financial Committee meetings.
- 4.3.3 Work with the Executive/ Technical Director to make sure all budgeted expenses and revenue have been processed.
- 4.3.4 Complete the financial report for the Semi-Annual General Meeting and Annual General Meeting.

- 4.3.5 Help make financial policies when required to help the association become more fiscally responsible.
- 4.3.6 Keep an accurate record of all receipts and disbursements and maintain the records for a period of seven (7) years
- 4.3.7 Be responsible for all LNB's banking
- 4.3.8 Provide the quarterly bank financial statement to the Board for review upon receipt of said correspondence. Give a written financial report at all Board meetings and provide an audited financial report for the general membership at the Annual Meeting.
- 4.3.9 Be one of LNB's signing officers
- 4.3.10 Prepare an overall budget for LNB and submit to the Board

4.4 V.P. Provincial Teams

- 4.4.1 Attend all Board of Director meetings.
- 4.4.2 Attend all National Championship meetings and meetings related to National Tournaments with Lacrosse Canada (Minor, Junior, and Senior).
- 4.4.3 Work with each of the New Brunswick Provincial Team Coaches and Managers to ensure all guidelines are being followed set both by Lacrosse Canada and Lacrosse New Brunswick.
- 4.4.4 To host meetings with the Coaches and Managers of all Team New Brunswick teams to ensure all goals set by the team and LNB are being followed and met.

Directing

- Constant communication with all Provincial team(s) personnel to ensure the Provincial Team Coach & Athlete Selection Process & Team Operating Policy is being followed and assist these individuals in the processes.
- Assist the Technical Director in communication with the Provincial team(s) regarding performance, preparation, and planning with the team(s) needs.
- Assist the Provincial team(s) staff in examining fundraising opportunities, in order to increase the Provincial team's self-help revenue, thereby increasing the amount of funding available for teams to reduce costs.

4.5 V.P. Planning & Development (Male and Female)

- 4.5.1 Attend all Board of Director meetings.
- 4.5.2 Chair all Planning & Development Committee meetings (Male and Female).
- 4.5.3 Find ways to work with all Member Associations, Clubs, & Leagues and motivate them to plan and develop for the future while including the Technical Director.

Planning

- Assist Member Associations, Clubs and Leagues in their long-term planning. Communicate to members the importance of both short-term and long-term goals. Communicate to the Executive/ Technical Director the development of any attainable goals for registered players, coaches, or officials.
- Facilitate Lacrosse New Brunswick's overall organizational planning meetings. The development of a long-term plan through member meetings shall be the responsibility of the V.P. Planning/Development in coordination with the Executive/ Technical Director.
- The V.P. Planning/Development shall monitor the Club's success in achieving their membership goals and provide assistance in coordination with the Executive/ Technical Director in helping them achieve their goals.

4.6 *Secretary*

- 4.6.1 Record minutes of all LNB meetings including any Committee meetings and provide a copy to each member of the Board
- 4.6.2 Carry on and maintain records of all LNB correspondence
- 4.6.3 Ensure that all members are notified for all meetings at least one (1) week prior to the date of the meeting
- 4.6.4 Create and send an agenda at least 5 days prior to the date of the meeting
- 4.6.5 Notify all Club/Associations 60 days prior to the Annual Meeting
- 4.6.6 Be one of LNB's signing officers
- 4.6.7 Become familiar with the LNB RAMP Registration and Website system and assist to keep the information up to date.

4.7 *Official in Charge*

- 4.7.1 Attend all Board of Director meetings.
- 4.7.2 Attend all Officiating Lacrosse Canada Committee meetings.
- 4.7.3 Chair all LNB Officiating Committee meetings.
- 4.7.4 Work with all Member Associations to assist in the plan/planning to grow the Official's population in their service center.
- 4.7.5 Be an asset to all Member Associations regarding the Officials in their Association.

4.8 *Past President*

- 4.8.1 Attend all Board of Director meetings when necessary.
- 4.8.2 Give support to the President elected on issues that they have had experience in and have dealt with in the past.
- 4.8.3 Give support to the office and other Board members that may need it.
- 4.8.4 In the event the President is not re-elected the Past President position shall be vacated. In this instance the Board may appoint the immediate Past President through a majority vote.
- 4.8.5 In the event the President is re-elected the Past President shall remain in the position by acclamation.

Bylaw 5 - Committees

5.1 *Formation*

- 5.1.1 For definite purposes, the Board may create Committees and establish rules relative to their functioning.

5.2 *Jurisdiction*

- 5.2.1 All Committees shall deal strictly with the objectives for which they were formed and will report to the Board. All Committees are Advisory Committees and any recommendations are not binding. Final approval lies with the Board.

5.3 *Permanent Committees*

- 5.3.1 The Association shall have 8 (eight) permanent committees:

A. Finance Committee

B. Operations Committee

C. Planning & Development Committee (Male and Female)

D. Nominations Committee

E. Discipline Committee/ Appeals Committee

F. Constitution, Policy and Bylaws Committee – Governance Committee

G. Indigenous Advisory & Development Committee

5.4 *Quorum*

- 5.4.1 The quorum of all committees shall be a simple majority of its members.

5.5 *Finance Committee – Terms of Reference*

- 5.5.1 The Finance Committee shall be composed of the following:

A. President

B. Treasurer

C. Appointee of the Board

- 5.5.2 Meetings

The Finance Committee shall meet when necessary.

5.5.3 Voting

All members of the Finance Committee shall have one vote.

5.5.4 The powers of the Finance Committees are as follows:

- A. The Financial Committee is responsible for coordinating the process of budgeting each year including setting the budget submission deadline.
- B. Control all expenses made in the name of the Association in accordance with budgets as approved by the Board.
- C. Make representation to the media on behalf of the Association or delegate this responsibility to others.
- D. Purchase and dispose of articles in accordance with the approved budget.
- E. Establish financial norms and standards for the Association.

5.6 ***Operations Committee – Terms of Reference***

5.6.1 The Operations Committee shall be composed of:

- A. Chairperson (Vice President Operations)
- B. Member Association Representative (one from each MA)
- C. Executive/ Technical Director

5.6.2 Meetings

The Operations Committee shall meet as often as necessary.

5.6.3 Voting

All members of the Operations Committee shall have one vote, except for the Vice President Operations, who will vote only in the case of a tie.

5.6.4 Reporting

The Operations Committee will report to the Board on a regular basis.

5.7 ***Planning & Development Committee (Male and Female) – Terms of Reference***

5.7.1 The Planning & Development Committee will consist of the following:

- A. Vice-President Planning & Development (Chairperson)
- B. Member Association Representative (one from each MA)
- C. Technical Director

5.7.2 Meetings

The Planning & Development Committee shall meet as often as necessary.

5.7.3 Voting

All members present at the meeting will have one vote, except for the Vice President Planning & Development, who will only vote in the case of a tie.

5.7.4 Reporting

The Planning & Development Committee will report to the Board on a regular basis.

5.8 Nominations Committee – Terms of Reference

5.8.1 Purpose

5.8.1.1 The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Lacrosse New Brunswick (the “Association”). The Committee will be responsible for recommending to the members the persons to be elected to the Board and for recommending to the Board the person to be elected as Chair of the Board (the “Chair”). The Committee will review on at least an annual basis and otherwise periodically as circumstances require.

5.8.2 Committee Composition

5.8.2.1 The Committee will be composed of

- A. Past-President (Chairperson)
- B. At least two LNB Members appointed by the Board.

5.8.2.2 The Nominating Committee shall have an odd number of members and must not include any member up for election.

5.8.2.3 The Nominating Committee will endeavor to ensure that candidates for election consist of a diverse selection of individuals, including athletes, visible minorities, geographic residence, and gender identity.

5.8.3 Committee Duties and Responsibilities

5.8.3.1 Board Membership

The Committee assists the Member Council in identifying individuals qualified to become members of the Board and recommending those persons to the members. The recommendation of the Committee need not be approved by the Member Council. In making its recommendations, the Committee shall consider the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the nominee would bring to the Board and shall assess the ability of

candidates to contribute to effective oversight of the management of the Association, taking into account the needs of the Association and the individual's background, experience, perspective, skills and knowledge that are appropriate and beneficial to the Association. The Committee will also consider whether the nominee will be able to devote sufficient time and resources to the Association. The Committee shall review with the Board, on an annual basis, the composition and size of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will maintain a list or matrix of the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing Director to possess in order to identify any competency and skill gaps on the Board. The Committee will also publicize in advance a call for nominations and a procedure for nominations to assist it in identifying possible candidates for nomination to the Board.

5.8.3.2 Committee Structure

In consultation with the Chair of the Board and the Chair of each Committee, the Committee will, on an annual basis, make recommendations to the Board with respect to assignments to Committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board.

5.8.3.3 Orientation and Continuing Education

The Committee shall provide an orientation and education program for new directors which advises them of the role of the Board and its committees, the nature and operation of the activities of the Association and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. The orientation shall be refreshed for each director after each election of directors. The Committee will ensure that the Association provides continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the activities of the Association remains current.

5.8.3.4 Reporting to Board

The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities.

5.8.3.5 Review Terms of Reference and Performance

The Committee will review and assess its own performance and the adequacy of these Terms of Reference at least once a year and will, together with the feedback received from the Chairs of other Committees, report the results of such review and assessment to the Board along with any proposals for approval. The Association will include in the materials that are distributed to the members in connection with the election of directors the attendance record of each committee member for all committee meetings held since the beginning of the Association's most recently completed financial year.

5.8.4 Meetings

5.8.4.1 Scheduling

Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Association. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee chair, or any two Committee members.

5.8.4.2 Notice

Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting. Committee meetings may be held at any time without notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting.

5.8.4.3 Agenda

The chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.

5.8.4.4 In-Camera Sessions

Committee members may meet separately at every Committee meeting without management present. The chair of the Committee will manage the substance of these meetings to the extent that action is required by management.

5.8.4.5 Distribution of Information

Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting.

5.8.4.6 Attendance

A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee. A Committee member cannot appoint a proxy or a delegate to attend a meeting in the Committee member's place.

5.8.4.7 Quorum

A quorum for any Committee meeting is a majority of Committee members.

5.8.4.8 Voting and Approval

Each Committee member is entitled to one vote and questions are decided by a majority of votes. In the case of an equality of votes, the chair of the meeting has a second or casting vote. The powers of the Committee may also be exercised by resolution in writing and signed by all of the Committee members.

5.8.4.9 Procedures

Procedures for Committee meetings are determined by the chair unless otherwise determined by the by-laws of the Association or a resolution of the Committee.

5.8.4.10 Secretary

The Committee shall select a person (who need not be a Committee member) to act as Secretary to the Committee. In the absence of that person, or at the election of the Committee, the Committee may appoint any other person to act as secretary of the meeting. The Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis.

5.9 ***Disciplinary Committee/ Appeals Committee – Terms of Reference***

5.9.1 Disciplinary Committee

5.9.1.1 The Disciplinary Committee shall consist of the following:

- A. President or a delegate as appointed by the President
- B. At least two members of LNB (preferably Board Members) having no direct involvement in the alleged infraction, as appointed by the President or appointed delegate.

5.9.1.2 Meeting

The Disciplinary Committee shall meet as often as necessary.

5.9.1.3 Voting

All Members of the Disciplinary Committee shall have one vote.

5.9.1.4 Reporting

The Disciplinary Committee will report to the Board on a regular basis.

5.9.1.5 Responsibilities

The Disciplinary Committee shall be responsible for the following:

To review infractions of Lacrosse New Brunswick Policies and Code of Conduct and determine appropriate penalties.

5.9.2 Appeals Committee

5.9.2.1 The Appeals Committee shall consist of the Vice President of Operations, or his/her designate who shall act as chairperson and any two other members of the LNB (preferably Board Members) as appointed by the Vice-President of Operations.

5.9.2.2 It shall be the duty of this Committee to render decisions to all appeals brought to the attention of the Committee under Operations policies 4.1 Discipline and Complaints Policy.

5.10 ***Constitution, Policy, & Bylaws Committee (Governance) Committee – Terms of Reference***

5.10.1 The Constitution, Policy, & Bylaws Committee (Governance) shall consist of the following:

A. Board Appointee (Chairperson)

B. At least two members of LNB or appointed delegates by the Board

5.10.2 Meetings

The Constitution, Policy, & Bylaws Committee shall meet a minimum of once a year in August/September.

5.11 ***Indigenous Advisory & Development Committee – Terms of Reference***

5.11.1 The Indigenous Advisory & Development Committee shall consist of the following:

Three members of LNB and appointed delegates by the Board

5.11.2 Meetings

The Indigenous Advisory & Development Committee shall meet as often as necessary.

5.11.3 Voting

All members present at the meeting will have one vote.

5.11.4 Reporting

The Indigenous Advisory & Development Committee will report to the Board on a regular basis.

Bylaw 6 – Lifetime Membership Awards

- 6.1 A Life Membership is the highest honour that can be bestowed by Lacrosse New Brunswick and is awarded only for distinguished service to Lacrosse New Brunswick. Nominations must be received in writing by the Executive Director or the Board by September 30, or 10 weeks before the Annual General Meeting. Nominations must receive the approval of the Board prior to being circulated to the membership. Notice of nominations must be given to all members of Lacrosse New Brunswick. Elections to Life Membership requires 75% of the vote of delegates at the Annual General Meeting.

6.2 *Awards*

- 6.2.1 Lacrosse New Brunswick will withhold the main plaque and will give a "keeper" plaque to the Lifetime member. They will receive the Association's Newsletter for life and shall have their name listed as a Life Member in any official directory published by Lacrosse New Brunswick.

6.3 *Per diem*

- 6.3.1 A per diem allowance shall be paid to all Life Members while attending Annual Meetings in accordance with the fees set out for members of the Board attending. Accommodation and mileage (If residence in New Brunswick) will be provided.

Bylaw 7 – Financial Protocols

7.1 Preamble

- 7.1.1 All matters pertaining to the finances of Lacrosse New Brunswick come under the direct responsibility of the Financial Committee as described in 5.5.
- 7.1.2 The day-to-day operation of the Association will be the responsibility of the President and Executive/ Technical Director and all financial records for the Association will be the responsibility of the Treasurer.
- 7.1.3 Lacrosse New Brunswick is to establish an overall operations budget for administration, organizational development, coaching, officiating, archives, special projects, provincial programs, athlete assistance, fundraising expenses, and the general marketing/promotion of Lacrosse in New Brunswick.
- 7.1.4 Financial statements and an annual audit will be produced at the Semi - Annual General Meeting each year upon approval of the Financial Committee. The Lacrosse New Brunswick fiscal year is January 1 to December 31.
- 7.1.5 The Treasurer shall be in possession of the funds of LNB which shall be deposited in a chartered bank of Canada in the name of the Association. The bank books must always be available to the Board. The Treasurer must, after the end of the fiscal year forward to the auditors the General Account for reconciliation and audit. The Treasurer must on a monthly basis provide statements of financial standings and detail of expenditures and revenue for the period. The Treasurer must make available at all times the records of the LNB to members and maintain a clear and precise audit trail for future years use.

7.2 Audited Financial Statement

- 7.2.1 The recommended budget format for presentation at each Annual General Meeting and Semi-Annual General Meeting by the Treasurer will be:
 - A. The audited financial statements.
 - B. A schedule of revenues and expenses.
 - C. Expenses shall be separated as follows: (suggested e.g.)
 - 1) Administration, Salaries, Office Operations, Insurance, Legal Audit, Board Meetings, Annual General Meetings, National Meetings, and/or Staff Travel
 - 2) Organizational Development, Newsletters Planning/Policies, Conferences/Symposiums, Volunteer/Staff Recognition, and/or Volunteer/Staff Development
 - 3) Coaching Development Officials, Development, Intro/Participation Programs, Target Group Programs Competition, Promotion, and/or Technical Material
 - 4) Other, and/or National Dues/Affiliation

D. Self-generated revenue should be clearly separated from grant revenue.

7.3 *Signing Authority*

- 7.3.1 The President, Vice President of Operations, Treasurer and the Secretary, unless otherwise designated, will be the signing officers of the Association. The Treasurer must sign all cheques or be notified about a payment.
- 7.3.2 In cases where a cheque needs to be made payable to the order of any of these Directors, said cheque must be signed by the two remaining Directors.

7.4 *Purchasing*

- 7.4.1 All purchases must be authorized from the Lacrosse New Brunswick office and through the President and Treasurer. Any purchase must be budgeted for and approved prior to the purchase being made.

7.5 *Non-Budgeted Expenditures*

- 7.5.1 Should an expenditure be required that has not been previously approved in the budget, the Board must approve the expenditure prior to it being made. In extraordinary cases, the President and Treasurer together may authorize expenditures not exceeding \$1000.00. Such expenditures must be referred to the next Board Meeting for approval.

7.6 *Borrowing Powers*

- 7.6.1 The Directors of LNB may, without authorization of the members:
 - a) Borrow money on the credit of LNB
 - b) Issue, reissue, sell, pledge or hypothecate debt obligations of LNB
 - c) Give a guarantee on behalf of LNB
 - d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of LNB owned or subsequently acquired to secure any debt obligation of LNB

APPENDIX 1

LACROSSE NEW BRUNSWICK

BOARD CODE of ETHICS and PROFESSIONAL CONDUCT

Lacrosse New Brunswick has adopted the following Code of Conduct that all Board Members, agree to adhere to by signing below:

1) **Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest**

No member of the Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with Lacrosse New Brunswick. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Lacrosse New Brunswick and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.

b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Lacrosse New Brunswick such compensation will be determined by and approved by the full Board in advance.

c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.

d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

f) Any new Board member will be advised of this policy during Board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

g) This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

2. Prohibition Against Sexual Harassment

Lacrosse New Brunswick strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the Association's policy to emphasize that sexual harassment is specifically prohibited. Any Board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Disciplinary Committee.

3. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the Association, donors, staff or clients/consumers may be included in Board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- ☐ Making attendance at all meetings of the Board a high priority.
- ☐ Being prepared to discuss the issues and business on the Agenda and having read all background material relevant to the topics at hand.
- ☐ Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- ☐ Putting the interests of the Association above personal interests.
- ☐ Representing the Association in a positive and supportive manner at all times and in all places.
- ☐ Showing respect and courteous conduct in all Board and Committee meetings.
- ☐ Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Board Policy.
- ☐ Observing established lines of communication and directing requests for information or assistance to the Technical Director.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Lacrosse New Brunswick, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature_____ Date_____