

## Lethbridge Lacrosse Association

### Bylaws

#### **Article 1 Preamble**

- 1.1 The name of the Society is the "Lethbridge Lacrosse Association" (herein referred to as the "Association").
- 1.2 The Association's mandate is to promote, teach, and perpetuate the game of Lacrosse within our club's boundaries using athlete-centred philosophy.
- 1.3 This document constitutes the general Bylaws of the Association which govern the transactions and affairs of the Association subject to restrictions and/or conditions imposed by the Association's governing bodies the Southern Alberta Lacrosse Association ("SALA"), the Rocky Mountain Lacrosse League ("RMLL"), the Alberta Lacrosse Association ("ALA") and the Canadian Lacrosse Association ("CLA"). Best efforts have been made to ensure these Bylaws are consistent with our governing bodies **however any contradictions (should they exist) between these Bylaws and the Bylaws of SALA, RMLL, ALA or CLA shall be resolved by deference to the higher authority.**

#### **Article 2 Definition & Interpretation**

- 2.1 In these Bylaws, unless the context otherwise requires:
  - 2.1.1 "Act" shall mean the Societies Act, R.S.A. 2000, c.S-14 as amended or any statute substituted for it;
  - 2.1.2 "Annual General Meeting" (or "AGM") shall mean the Annual General Meeting described in Article 5;
  - 2.1.3 "Board" shall mean the Association's government consisting of all of the portfolios held by elected and/or appointed Directors and Coordinators of the Association as described in Article 4;
  - 2.1.4 "Bylaws" shall mean the Bylaws of the Association, as amended;
  - 2.1.5 "Member" shall mean those individuals described in Article 3.2;
  - 2.1.6 "Office" shall refer to the portfolios (11) and positions (one for each age division) held by a Director or Coordinator on the Board as described in Article 4;
  - 2.1.7 "Resolution" shall mean the majority (50% + 1) decision made by the votes of those present at a meeting and entitled to vote;
  - 2.1.8 "Special Meeting" shall mean the special meeting described in Article 5;
  - 2.1.9 "Special Resolution" means a resolution passed:
    - a) at a Meeting of which not less than twenty one days notice specifying the intention to propose the resolution has been duly given; and
    - b) by the vote of not less than 75% (3/4) of those who, if entitled to do so, vote in person.

- 2.2 Interpretation
- 2.2.1 Words indicating number or gender shall be interpreted as required by the context.
- 2.2.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.

### **Article 3 Membership**

- 3.1 Membership is restricted to individuals who reside within the Association's boundaries (as defined and amended from time to time in consultation with SALA and RMLL). Exceptions to this restriction in special circumstances may be considered by the Board in their sole discretion.
- 3.2 Members are:
- 3.2.1 Each Lacrosse Player registered with the Association (for minor players, membership is proxied to one (1) adult parent or guardian *per player* residing at the player's primary residence); and
- 3.2.2 Any non-parent coach, assistant coach, manager, or volunteer registered with the Association; and
- 3.2.3 Any individual who:
- a) wishes to become a member; and
  - b) applies in writing to the Board of Directors to become a member; and
  - c) at the sole discretion of the Board, is approved as a member.
- 3.3 Membership requires annual payment of all fees, dues, levies, or other amounts assessed by the Association, including registration fees. Non-paying Members shall be deemed to be suspended from the Association until payment has been received in full.
- 3.4 Subject to qualifications contained in these By-Laws, only Members may serve the Association as:
- 3.4.1 Elected and/or appointed Directors and Coordinators of the Association; and / or
- 3.4.2 Coaches, Assistant Coaches or Managers of any team of lacrosse players registered with the Association.
- 3.5 Members are entitled to attend and vote at the Annual General Meeting of the Association (one (1) vote per paid registration).
- 3.6 Membership in the Association is terminated by the Member's death.
- 3.7 The Board may fine, expel or suspend any membership if the Member and/or their child(ren):
- a) fails to abide by the Bylaws of the Association;
  - b) demonstrates disloyalty to the Association;
  - c) disrupts Meetings or other functions of the Association;
  - d) does or fails to do anything that causes harm to the Association;
  - e) fails to pay monies owing to the Association;
  - f) is perceived to be in conflict with or violates the mandates of the

Association and its stated Policies, Code of Conduct, Rules or Regulations;

- g) behaves and/or conducts themselves in a way which, in the sole discretion of the Board, is determined to be improper, unbecoming, or contrary to the interests or reputation of the Association;
- h) receives an outcome from the Disciplinary Committee recommending further sanctions.

3.8 Any Member facing fines, suspension or expulsion shall receive written notice of the Board's intent not later than fourteen (14) days in advance of the meeting at which such conduct will be discussed. That notice shall include a summary of the conduct to be considered by the Board. Not later than 48 hours in advance of the scheduled meeting, the Member may respond by written submission to the Board and / or advise of the Member's intent to appear in person to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.9 A suspended Member is deemed to have been reinstated to the Association on completion of any suspension period and the payment of any amounts due (including fines, if applicable.) An expelled Member may apply to the Board in writing for reinstatement after one (1) year. The Board may, in its sole discretion, permit the reinstatement by a majority vote of the Board present at its next regularly scheduled meeting.

3.10 Any decision of the Board pertaining to membership is final and binding on all parties.

#### **Article 4 Board**

4.1 The Board governs and manages the day to day operations and affairs of the Association and is authorized on behalf of the Association pursuant to the Act. Their powers and duties include, limited only by the Act:

- a) Promoting the objectives and philosophy of the Association;
- b) Promoting membership in the Association;
- c) Maintaining and reporting on the Association's monies, including preparation of reconciliations and Financial Statements, receipt and payment of monies, Annual Budgeting, etc.;
- d) Setting and reviewing policies, rules and regulations for operating the Association and using its facilities and assets;
- e) Reporting to and liaising with SALA, RMLL, ALA and CLA as required or recommended and communicating from those entities to the Association;
- f) Without limiting the general responsibilities of the Board, conducting itself as trustees on behalf of the Association's Members and creating and maintaining a viable lacrosse program.

4.2 All members of the Board must be Members of the Association in good standing. No member may hold more than one position on the Board at a time (with the exception of the Director at Large who may be asked to assume a portfolio in the event of a vacancy.)

4.3 Board Composition & Portfolios: Each position has its own defined portfolio and term. To reflect the needs of the Association, the Board is made up of **elected** and **appointed** positions. Some portfolios are restricted to those Members who have prerequisite qualifications to ensure the needs of that position will be met.

4.3.1 **Elected positions (11):** all elected positions are for a two (2) year term. Members seeking election must secure a nomination and second to be eligible

for their name to appear on the ballot at the AGM. *Nominations for position designated "restricted" must be vetted by the Board to ensure qualifications prior to the Member's name being added to the ballot.* Any position for which more than one Member has been nominated will be elected by majority vote (show of hands) at the AGM. Any position where only one Member has been nominated (or meets the restriction requirements of the position) will be appointed by acclamation. There are no stated term limits for any position except Vice-President (who in the normal course transitions to President then Past-President.)

- a) **President (\*RESTRICTED POSITION\*)**: the President shall supervise the affairs of the Board, vote on matters before the Board only in the event of a tie, when present, chair all meetings of the Board and the Association, act as the spokesperson for the Association to the public and as the Association's representative to local, provincial and national governing bodies, and co-sign all cheques. For continuity purposes within the Association, the Office of the President is **designated RESTRICTED to Members who have, within the last FIVE (5) years, served the Association in the capacity of Vice-President**;
- b) **Vice-President**: *DISCLAIMER: for continuity purposes within the Association, the individual elected to the office of the Vice-President is expected to assume the office of President (for an additional 2 year term) and Past-President (for a further 2 year term.) Potential candidates for this position should be aware of the commitment level required to the Association when determining their candidacy.* The Vice-President is responsible for assuming the duties of the President when required, votes on all matters before the Board, and is a co-signer of cheques. The Vice-President reports to the President and Past-President.
- c) **Past-President (\*RESTRICTED POSITION\*)**: the Past-President shall provide technological advice and support to the current President and promote the goals and philosophy of the Association. The Office of Past-President is **designated RESTRICTED to the Member who last served the Association in the capacity of President**. In the event that Member cannot serve the term, any Member who has **served as Association President within the last FIVE (5) years** may assume the Office of Past-President.
- d) **Secretary**: the Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings, perform such other duties as may, from time to time, be required by the Board. The Secretary reports to the President.
- e) **Treasurer**: the Treasurer will maintain all deposit accounts as required, render to the Board at regular meetings or whenever required an account of all Association financial transactions, approve expenses for payment and prepare and be a co-signer of cheques, and perform such other duties as may, from time to time, be required by the Board. The Treasurer reports to the President.
- f) **Director of Coaching & Player Development (\*RESTRICTED POSITION\*)**: is responsible for the recruiting, training, development and retention of lacrosse players and coaches. Because of this, **this**

**position is designated RESTRICTED to Members who hold at minimum NCCP "Competitive Introduction Certified" status and have coached at ALA box lacrosse provincials.** This Director shall oversee the team selection process (whether by draft or parity assessments) and assign and/or recruit coaching staff to each Association team. This Director reports to the President and Past-President as needed.

- g) **Director of Officials (\*RESTRICTED POSITION\*):** is responsible for liaising with the SALA Referee in Chief and Alberta Lacrosse Referees Association ("ALRA") for any necessary information and concerns. Because of this, **this position is designated RESTRICTED to individuals who are members of the ALRA.** This Director shall serve on the Discipline Committee for the Floorbusters Tournament and reports to the Board.
- h) **Director of Tournaments:** is responsible for the organization and oversight of all things relating to Floorbusters, including all sub-committees and volunteers. In addition, this position is expected to be on site and available the whole weekend the tournament is held and serve on the Discipline Committee for the Tournament. This Director reports to the Board.
- i) **Director of Sponsorship:** is responsible for negotiating and liaising with corporate and private sponsors for the Association's minor lacrosse program, including maintaining a comprehensive list of donors and supporters to ensure team-based fundraising isn't overreaching or in conflict. This Director reports to the Board.
- j) **Director of Major Lacrosse / Junior Age Coordinator (\*RESTRICTED POSITION\*):** is responsible for liaising between the Association, the Junior team, and the RMLL. Because of this, **this position is designated RESTRICTED to the nominee put forward by Members registered in major lacrosse.** This Director reports to the President and Past-President as needed.
- k) **Director at Large:** is responsible for recruiting Age Coordinators, assisting all other Directors with their portfolios as required, and assumes the portfolio of any vacancy on the Board. This Director reports to the Board.

4.3.2 **Appointed positions (5):** the Coordinators shall each represent one division of lacrosse played within the Association. They are responsible for oversight of their respective divisions and will be the first point of contact in resolving concerns within their divisions, including serving on Association disciplinary committee(s). FOR THIS REASON, it is recommended (though not required) that Coordinators not serve for any division in which they have players registered. In the event a select team is formed (SALA Sting or similar), the age coordinators will be responsible for participants from their divisions as well.

- a) **U8** (formerly Tyke, which shall include mini-tyke if applicable);
- b) **U10** (formerly Novice);

- c) **U12** (formerly Peewee);
  - d) **U14** (formerly Bantam);
  - e) **U16/17** (formerly Midget); and
  - f) **U21/22** (Juniors – this position forms part of the Director of Major Lacrosse portfolio and as such is not subject to the restriction.)
- 4.4 A Board position will be vacated prior to the expiration of the term of office (whether elected or appointed) if:
- 4.4.1 The Board member resigns from office by given written notice to the President;
  - 4.4.2 The Board member has been absent, without notice to the Board, from three consecutive meetings or 3/4 (75%) of the total meetings held by the Board;
  - 4.4.3 A Special Resolution is passed by majority vote that the conduct of the Board member is improper, unbecoming or likely to endanger the interests or reputation of the Association. Such decision is final. No Board member may be removed without being notified in writing of the charge or complaint and advised of their right to be heard by the Members at a Special Meeting.
- 4.5 If a vacancy occurs on the Board, including by reason of expulsion, the Board may, at its sole discretion:
- 4.5.1 assign the portfolio to the Director at Large for the remainder of the term;
  - 4.5.2 fill the vacancy by appointment with the new appointed member to finish out the existing term of the vacating member; or
  - 4.5.3 leave the portfolio vacant until the next elections are to be held.

## **Article 5 Meetings**

- 5.1 **Regular Meetings** of the Board shall be held at the frequency necessary to permit the Board's duties to be accomplished (which may vary throughout the year.) The President is responsible for notifying the Board members by telephone or email forty-eight (48) hours in advance of the scheduled meeting. Board members shall be provided with the last meeting's Minutes as well as a proposed agenda. Board members may attend in person or by proxy. Quorum shall be constituted if a minimum five (5) portfolio positions and one (1) age coordinator are in attendance (proxy counts as attendance.) Failure to constitute quorum shall delay the business before the meeting 24 hours, at which time the meeting may proceed with those then in attendance provided that all business transactions must be ratified at the next Board meeting or be declared null and void. Minutes of all meetings shall be kept by the Secretary and posted to the Association website within 45 days of the meeting. The Board may, on a majority vote, determine a topic coming before the Board to be of a personal, sensitive or confidential nature and declare those discussions and deliberations to be "in camera" or closed to all but participants. No minutes will be maintained or published for in camera discussions. Board members may not vote on any question in which they have a financial or pecuniary interest, or where a question directly affects the placement or discipline of a player or Member to whom they are directly related.

- 5.2 **Special Meetings** of the Board may be called on expedited notice if circumstances require immediate action or attention. Such special meetings may be held in person or by telephone or internet (Zoom meeting or similar) and Quorum shall be constituted by the presence of three (3) Board members. Special Board Meetings may not be attended by proxy. **Only the matters set out in the notice for the Special Board Meeting may be considered at the Special Board Meeting.** All business transactions arising at a Special Board Meeting must be ratified at the next regular Board meeting or be declared null and void.
- 5.3 The **Annual General Meeting ("AGM")** of the Association must be held each year prior to the 31<sup>st</sup> of October. At least thirty (30) days prior, the Board shall set the date, time, place and agenda for the AGM. Notice will be sent to the Members via e-mail to the address(es) on file with the Association and will be further promoted by posting to the Association's website and social media channels. The conduct of and order of business for each AGM shall follow Robert's Rules of Order and may include, but is not proscribed to be:
- roll call of the Members;
  - adopting the minutes of the last Annual General Meeting;
  - business arising from the minutes of the last Annual General Meeting;
  - President's report;
  - Treasurer's report;
  - Reports of Committees;
  - Notices of Motion;
    - New Business;
    - Approving the Association's finances;
    - Approving the proposed registration fees;
    - Adopting any required changes to the Bylaws;
    - Elections (if applicable);
    - Other
  - Adjournment & proposed date for next AGM
- Only the matters set out in the notice for the AGM may be considered at the AGM.** If an election year, elections for Board positions will be held and the Members so elected shall form the Board and serve until their successors are elected and installed. Quorum shall be constituted if at least fifteen (15) Members of the Association are in attendance. **If quorum cannot be attained at the AGM,** those in attendance at the next regularly scheduled meeting of the Board will constitute quorum for the purposes of conducting AGM business such as election of the Board and approval of financial statements.
- 5.4 A **Special Meeting** of the Association may be called by the Board or if petitioned for by at least 25% (1/4) of the Members of the Association. The request must state the reason for the Special Meeting and the motions intended to be submitted. Notice of a special meeting shall be given to the Board twenty-one (21) days in advance for be shall be held at the frequency necessary to permit the Board's duties to be accomplished (which may vary throughout the year.) The President is responsible for notifying the Board members by telephone or email forty-eight (48) hours in advance of the scheduled meeting. Board members shall be provided **Only the matters set out in the notice for the Special Meeting may be considered at the Special Meeting.** Quorum shall be constituted if at least 25% (1/4) of the Members of the Association are in attendance. The President shall cancel the Special Meeting if a quorum is not present within one half-hour after the set time for the Meeting. If cancelled, the Meeting must be rescheduled to take place within twenty-one (21) days. If, at the second scheduling of the Meeting, a quorum is not present within one half-hour of the set time for the Meeting, the meeting will proceed with the Members in attendance.

- 5.5 **Members' Voting at Meetings:** At the Annual General Meeting and any Special General Meetings, every non-special resolution will be decided by a majority (50% + 1) of the votes of the eligible Members present in person to vote. In case of an equality of votes, the resolution is defeated. Every resolution will be decided by a show of hands. A declaration by the chair of the Meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Association, is proof of the outcome of the vote without proof as to the number or proportion of votes cast in favour of or against the resolution. Members cannot vote by proxy.

## **Article 6 Committees**

- 6.1 The Association shall establish and continue the following committees as Standing Committees:
- 6.1.1 **Executive Committee** (President, Vice-President, Past-President, Treasurer & Secretary) responsible for preparation of reports for the AGM, dealing with any emergency or unusual business arising between Board meetings, reporting to the Board on actions taken between Board meetings and involving the Association and SALA, RMLL, ALA, CLA, ALRA, etc., and carrying out other duties as assigned or delegated by the Board. Meetings of the Executive Committee will be called by the President as often as deemed necessary by the President. Three (3) members of the Executive Committee will constitute a quorum at Executive Meetings.
  - 6.1.2 **Tournament Committee** (Director of Tournaments, volunteers) responsible for the successful organization and execution of the annual Floorbusters Tournament.
  - 6.1.3 **Bylaws & Policy Committee** (Past-President, Director at Large, volunteers) responsible for oversight of governance and policy / procedure documents and reporting to the Executive Committee with recommendations for amendments.
  - 6.1.4 **Discipline Committee** (as needed recruited from Executive Committee, Director of Coaching & Player Development, Director at Large, Director of Officials, Director of Major Lacrosse) responsible for hearing, adjudicating, and if applicable sanctioning incidents occurring within the Association.
- 6.2 The Board may appoint standing, special or ad hoc committees and chairs as it may, from time to time and in its sole discretion, consider advisable.
- 6.3 No committee has the power or authority to act for or on behalf of the Board or otherwise commit or bind the Association to any course of action unless such power and authority has been specifically delegated to the committee by the Board.
- 6.4 Each committee will record minutes of its meetings and submit to the Board such reports as the Board may request from time to time.

## **Article 7 Finance & Records**

- 7.1 The Registered Office of the Association is located at:  
P.O. Box 874  
Lethbridge, Alberta  
T1J 3Z8



A change of registered office may be effected at the Annual General Meeting or by Resolution of the Board. All correspondence addressed to the Association or Board of Directors will be addressed to the Association's Registered Office.

7.2 The Association has no seal.

7.3 Finance & Audit

7.3.1 The fiscal year of the Association ends on August 31 of each year.

7.3.2 The books, accounts and records of the Association must be audited at least once each year. Two Board members appointed by resolution of the Board may perform this audit or, at the discretion of the Board, it may be referred to an outside accounting firm for completion. The Treasurer shall submit a complete statement of the books for the previous year at the AGM.

7.4 Cheques and Contracts of the Association

7.4.1 The President, Vice President and Treasurer have the authority to sign cheques drawn on the monies of the Association. Two signatures are required on all cheques.

7.4.2 All contracts of the Association must be ratified by resolution of the Board and signed by two members of the Executive Committee.

7.5 Time Keeping and Inspection of Books and Records of the Association

7.5.1 The Association keeps a copy of the Minute books and records minutes of all meetings of the Members and the Board.

7.5.2 The Secretary keeps the original Minute books and records of the Association. This record contains minutes from all meetings of the Association, the Board, and the Officers.

7.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Treasurer of the Association of their intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the location determined by the Board, during normal business hours.

7.5.6 All financial records and minutes of the Association are open for such inspection by the Members.

7.5.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.

7.5.8 Notwithstanding the above, the Association shall designate as confidential and restrict access to some or all of the following records:

- a) lists of Members' names and addresses and contact information including telephone numbers and e-mails;

- b) lists of Members who have been terminated, suspended, expelled, or sanctioned;
- c) financial information specific to individual Members, including those Members who pay their membership fees with financial assistance; and
- d) any other record or information which has been designated confidential by a vote of 75% (3/4) of the Board.

#### 7.6 Borrowing Powers and Payments

- 7.6.1 The Association may borrow or raise funds to meet its objects and operations by a vote of 75% (3/4) of Members present at a Special Meeting called for that purpose.
- 7.6.2 No Board member, Coordinator, Coach, Assistant Coach, Manager, Volunteer or any Member of the Association shall receive any remuneration from the Association. Reasonable expenses incurred while carrying out duties on behalf of the Association may be reimbursed upon Board approval.
- 7.6.3 Any expenditure or group of related expenditures exceeding \$1,000.00 requires approval by way of resolution of the Board, unless that expenditure or group of expenditures is payment for:
  - a) floor time;
  - b) referee fees;
  - c) player registration fees;
  - d) player insurance premium fees;
  - e) other fundamental expenditures which may be prescribed by resolution of the Board.

#### 7.7 Fundraising Activities

- 7.7.1 All fundraising activities must be performed in compliance with federal and provincial laws.
- 7.7.2 The Board, by resolution, will prescribe the types of fundraising activities the Association may use each year.
- 7.7.3 Any records of revenues and expenses arising from any fundraising activities must be recorded, and stored with the Treasurer of the Association.
- 7.7.4 Association teams which need to fundraise to support their activities (tournaments, etc.) shall be made aware of the requirements and restrictions of fundraising and oversight shall be provided by the appropriate Age Coordinator reporting to the Board.

### **Article 8 Bylaws and Fundamental Changes**

- 8.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.
- 8.2 A notice of the Annual General Meeting or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.

- 8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance of the Bylaws by Alberta Corporate Registries.

**Article 9 Indemnification (Protection and Indemnity of Directors and Officers)**

- 9.1 Each Board member (Executive, Director, Coordinator) holds office with protection from the Association. The Association indemnifies each Board member against all costs or charges that result from any act done in his or her role for the Association. The Association does not protect any Board member from acts of dishonesty, fraud or bad faith.
- 9.2 No Board member is liable for the acts of any other Board or Association Member. No Board member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board member is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Association, unless the act is fraudulent, dishonest, or in bad faith.
- 9.3 Board members can rely on the accuracy of any statement or report prepared by the Association's Treasurer. Board members shall not be held liable for any loss or damage as a result of acting on that statement or report.

**Article 10 Dissolution of the Association**

- 10.1 The Association does not pay any dividends or distribute property among its Members.
- 10.2 If the Association is dissolved, any funds remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do Members receive any assets of the Association.