

# MANITOBA LACROSSE ASSOCIATION BY-LAWS

## ARTICLE 1: GENERAL

- 1.1 These Bylaws relate to the general conduct of the affairs of the Manitoba Lacrosse Association, a Corporation incorporated under the Corporations Act of Manitoba.
- 1.2 The name of the Association will be the Manitoba Lacrosse Association.
- 1.3 The following terms have these meanings in these Bylaws:
  - a) Act – the Corporations Act of Manitoba.
  - b) Association – Manitoba Lacrosse Association.
  - c) Board – the Board of Directors of the Association.
  - d) Constitution – A statement of the Association’s objectives.
  - e) Days – will mean days irrespective of weekends and holidays.
  - f) Director – an individual elected to serve on the Board of Directors pursuant to these Bylaws.
  - g) Officer – an individual elected to serve as an Officer of the Corporation pursuant to these Bylaws.
  - h) Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.
  - i) Special Resolution – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.
  - j) Club – an association, which has adopted by-laws and regulations that are consistent with the by-laws, Objectives, Regulations, Rules and Policies of the MLA, are approved by the Board and operates a program in Lacrosse with one or more Lacrosse Teams;
  - k) League – an association of teams that organize matches for its players
- 1.4 The head office of the Association is to be located in the City of Winnipeg in the Province of Manitoba.
- 1.5 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.7 Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.8 All Directors, Officers and Members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

- 1.9 A Director, Officer, or Member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## ARTICLE 2: MEMBERSHIP

- 2.1 All Members will agree to comply with the Constitution and By-Laws of the Association as amended from time to time, and with any regulations and rulings made by or on behalf of the Association.

- 2.2 The following may apply for Membership within the Association:

- a) Players, coaches, managers, officials, and league administrators (section 2.2.1)
- b) Clubs and Leagues (section 2.2.2)

- 2.2.1 Individual membership may be acquired by way of application to the Board using the Manitoba Lacrosse Association Registration System. The application shall be accompanied by a Membership fee as established by the Board of Directors as per section 2.6.

- 2.2.2 Club/League membership may be acquired by way of an application to the Board which expresses compliance with and adherence to the Objectives, Bylaws, Policies, and Regulations of the MLA. The written application shall include the following:

- a) Club/League Membership fee as established by the Board of Directors as per section 2.6
- b) A copy of the governing documents of the club/league which includes constitution, and bylaws; and may include objectives, policies, and regulations.
- c) A complete list of names, addresses, phone numbers, and email addresses of the applicant's officers, which shall consist of at least three Members, including a president.
- d) A complete list of club/league members which shall include all information needed in order to include Members in the MLA database.

- 2.3 No group or individual will be admitted as a Member of the Association unless:

- a) The candidate Member has made an application for membership in a manner prescribed by the Association;
- b) The candidate Member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate Member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate Member was at any time previously a Member, the candidate Member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate Member has paid dues as prescribed by the Board.

- 2.4 Membership is accorded on an annual basis from January 1<sup>st</sup> – December 31<sup>st</sup>, and all Members will re- apply for membership each year.

- 2.5 Membership dues will be determined annually by the Board of Directors.
- 2.6 Membership dues must be paid in full prior to participation in any MLA sanctioned events. In order to be eligible for a vote at the AGM, membership dues must be paid by September 1<sup>st</sup> on the same year as the AGM.
- 2.7 The Manitoba Lacrosse Association Board of Directors has the authority to expel a Member who fails to pay membership dues by the deadline date prescribed herein.
- 2.8 A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board. A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
- 2.9 All Manitoba Lacrosse Association Directors are considered Members by virtue of their appointment to any position on the Board of Directors.
- 2.10 A Member of the Association will be in good standing provided that the Member:
- a) owes no outstanding debts to the Association;
  - b) has not ceased to be a Member;
  - c) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - d) has complied with the Constitution, Bylaws, policies and rules of the Association; and
  - e) is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- 2.11 Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership and participating in any sanctioned Association programs/events until such time as the Board is satisfied that the Member has met the definition of good standing asset out above

### ARTICLE 3: MEETINGS

- 3.1 Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 The Annual Meeting of the Association will be held during the month of October in each and every year; such date to be set by the Board of Directors. All Members in good standing shall receive notice of the meeting a minimum of thirty (30) days prior to the AGM.
- 3.3 Notice of the time and place of every Annual General Meeting shall be posted on the Association's website and shall be sent to each Member in good standing via e-mail addressed to the Member's last e-mail address as recorded with the Association. No accidental error or omission in giving notice of any meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken at any meeting. This notice will include:
- f) the place of the meeting
  - g) the date of the meeting
  - h) the agenda for the meeting

- 3.4 **Persons Entitled to be Present** – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the MLA Staff, the Board of Directors, and such other persons who are entitled or required under any provision of the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the President or by resolution of the Members.
- 3.5 **Special Meeting** – any meeting other than the Annual General Meeting will be a Special Meeting. The President may call a Special Meeting of the Association at any time, either himself/herself or upon request of not less than seven (7) Members of the Association in good standing. Notice of such meeting shall be posted on the Association’s website and shall be sent to each Member in good standing via e-mail addressed to the Member’s last e-mail address as recorded with the Association a minimum of fourteen (14) days prior to the date of such meeting and such notice will set forth the nature of the business to be transacted at the meeting.
- 3.6 **Quorum** – At Annual and Special meetings of the Association, a minimum of nine (9) Members in good standing will constitute a quorum.
- 3.7 Procedures at Annual and Special Meetings:
- a) Agenda
    - i) Call to order
    - ii) Establishment of Quorum
    - iii) Approval of Agenda
    - iv) Declaration of any Conflicts of Interest
    - v) Adoption of Minutes of Previous Meeting
    - vi) Financial reports
    - vii) Sector reports
    - viii) Amendments to Constitution and By-Laws
    - ix) Elections
    - x) Other Business
    - xi) Adjournment
  - b) No business other than the adjournment or termination of the meeting will be conducted at an Annual General or Special meeting at a time when a quorum is not present. If at any time during an Annual General or Special meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.8 Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.9 **Voting** – At all Annual and Special meetings of the Association, all Members will be entitled to one vote. The Member must have achieved the age of 18 years of age by the day of the Annual General or Special Meeting. If a Member has not achieved the age of 18 years of age by the day of the Annual General Meeting or Special Meeting, one legal guardian of said Member as declared on his/her application for membership shall be entitled to the vote of said Member by proxy at an Annual General or Special Meeting.

- a) Every question, except on the election of directors, will be decided in the first instance by a show of hands unless a poll is demanded by any Member.
- b) No person will cast more than one vote on any question notwithstanding the fact that more than one office in this Association may be held.
- c) The President will only have a vote in the event of a tie.

3.10 **Elections** – The Process for the election of the Board of Directors will follow the process:

- a) The Chairperson will appoint 2 Scrutineers for the election process. Scrutineers should be Members of the Manitoba Lacrosse Association who are not up for election.
- b) The Chairperson will outline the voting process to all Members, including: whether nominations will be taken from the floor (4.4), the order of the elections (3.10.1), how the votes will be counted (3.10.2), and how to fill out their ballots.
- c) The Chairperson will direct the voting process by calling the position, naming the candidates, and calling the vote.
- d) The Scrutineers will collect the vote after each position vote.
- e) The Scrutineers will leave the room to count votes and prepare a tally sheet
- f) The Scrutineers will return to the room and provide the results to the Chairperson
- g) The Chairperson will announce the results
- h) The Chairperson will accept a motion to destroy the ballots.

3.10.1 Elections to the Board of Directors will take place in tiers, with the following order (if applicable):

- a) President
- b) Secretary/Treasurer
- c) All 2 year Director at Large positions
- d) All 1 year Director at Large positions

3.10.2 All votes for each tier (from 3.10.1) will occur at the same time using a ranked ballot system. Each Member will rank the nominees in order of preference, up to the number of openings. The Nominees with the highest total of points will be elected to the position. All Nominees who were not successful may let their name stand for the election of the next tier. Scrutineers will assign points to each nominee in the following order

- a) The first ranked nominee will be assigned a point value equal to the amount of openings
- b) The second ranked nominee will be assigned a point value equal to the amount of openings minus 1
- c) This will continue until the point value reaches 1.

## ARTICLE 4: GOVERNANCE

- 4.1 The Board of Directors of the Association consist of:
  - a) President
  - b) Secretary/Treasurer
  - c) five (5) Directors at Large
- 4.2 Any individual who is eighteen (18) years of age or older, who has the power under law to contract, who is a voting Member of the Association in good standing is eligible for election as a Director.
- 4.3 The Board of Directors will appoint a Nominating Committee to solicit individuals to fill vacant positions on the Board of Directors.
- 4.4 Any nomination of an individual for election must be supported by a Member, must include the written consent of the nominee, and must be submitted to the MLA office fourteen (14) days prior to the Annual Meeting. Should there be no eligible nominee for a given position on the Board of Directors at an Annual General Meeting, nominations will be accepted from the floor.
- 4.5 The election of Directors will take place as follows:
  - a) The President, and three (3) Directors at Large will be elected by the membership at the Annual General Meeting held in even numbered years.
  - b) The Secretary/Treasurer, and two (2) Directors at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
- 4.6 The President and the directors at large will serve terms of two years. All Directors will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from, or vacate their office. Directors will be eligible for re-election as Directors. In order to be eligible for election as President, an individual must have been a member of the Board of Directors for no less than one (1) full year within the previous two (2) years.
- 4.7 In In the event of a vacancy occurring on the Board, the Board of Directors may appoint a replacement to fill the vacancy until the next Annual General Meeting, providing a quorum exists. If more than a year remains in the term, an election will take place at the next Annual General Meeting to elect a replacement to the end of the position's term.
- 4.8 In the event that a restructuring of the Board of Directors occurs and existing Board positions are dissolved and new positions are created, those individuals occupying the dissolved positions that have any time remaining in their term, do not automatically fill the new position. An election will be held to fill these new positions.
- 4.9 A Director may resign from the Board at any time by presenting his/her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.10 The Manitoba Lacrosse Association Board of Directors has the authority to vacate the office of any Director if:
- a) the Director is found by a court to be of unsound mind;
  - b) the Director is absent from two (2) or more consecutive meetings of the Board of Directors without Board of Directors approval;
  - c) The Director is convicted of any criminal offense related to the position;
  - d) the Director becomes bankrupt; or
  - e) Upon the Director's death.
- 4.11 A Director may be removed by special resolution at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.
- 4.12 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.13 The Manitoba Lacrosse Association Board of Directors may make policies, procedures, and any other form of regulation deemed necessary for the governance, operation, and administration of the Association and manage the affairs of the Corporation in accordance with the Act and these Bylaws.
- 4.14 The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- 4.15 The Board may borrow money upon the credit of the Corporation as it deems necessary.
- 4.16 Notice of Board Meetings will be given to all Directors at least seven (7) days prior to the scheduled meeting via e-mail. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.17 The Board must meet a minimum of six (6) times a year with the yearly meeting schedule set by the Board at the first Board of Directors meeting following the Annual General Meeting.
- 4.18 At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
- 4.19 Each Director is entitled to one vote, excluding the President who will only vote in the case of a tie. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes (50% plus one vote) being in favour of the resolution.
- 4.20 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

- 4.21 A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### ARTICLE 5: DUTIES OF THE BOARD OF DIRECTORS

- 5.1 The President – will preside at all general and special meetings of the Association's Board of Directors. The President will be charged with the general management and supervision of the affairs and operations of the Association. He/she will be an ex-officio member of all committees with the exception of the Nominating Committee.
- 5.2 Secretary/Treasurer – will be responsible for overseeing the finances of the Association as well as the office administration and operations. He/she will ensure that a full and accurate account of the Association's finances are kept by the Executive Director and will submit complete financial statements at the Annual General Meeting. In addition, the Secretary/Treasurer will ensure that the Executive Director records all minutes of meetings of the Board of Directors and the Annual General Meeting and makes these records available to the Association as required.
- 5.3 At the first meeting of the Board of Directors after an Annual General Meeting, the Directors will identify one of the elected Directors to fill the position of Vice President of the Board. Should the President be unable to carry out his/her duties, the Vice President will assume these duties and powers.
- 5.4 The Officers of the Association will be comprised of the:
- i) President
  - ii) Vice President
  - iii) Secretary/Treasurer

#### ARTICLE 6: COMMITTEES

- 6.1 The Board of Directors may appoint such committees as it deems necessary to fulfill its mandate and achieve the objectives of the Association. The Board shall prescribe terms of reference for each committee that is appointed.
- 6.2 Committees shall generally be comprised of not less than three (3) Members of the Association in good standing, one of whom shall be named Chairperson. A Director of the Board may be named to any such committee but shall not be counted in the three (3) Members required to comprise the committee.
- 6.3 Unless the terms of reference state otherwise, the Board may appoint a qualified individual to fill any vacancy on a Committee, and the Board may remove any Member of any committee.



- 6.4 Committees will report to the Board of Directors, either by written report or by attending a Board meeting as an invited guest.

#### ARTICLE 7: FINANCE AND MANAGEMENT

- 7.1 The fiscal year of the Association will be January 1<sup>st</sup> to December 31<sup>st</sup> or such other period as the Board may determine from time to time.
- 7.2 The accounts of the Association will be audited each year immediately following the end of the current fiscal period. The accounts will be audited by an independent auditor recommended by the Secretary/Treasurer and approved by the Board of Directors.
- 7.3 The approved Audited Statement will be published as an appendix to the Annual General Meeting report and will also be available for pick up by the membership from the Association office, if so desired.
- 7.4 Interim financial statements are to be distributed monthly to the Board of Directors.
- 7.5 The authorized signatures on agreements and cheques will be any two (2) of the following four (4) persons: President, Vice President, Secretary/Treasurer or Executive Director as described in the Manitoba Lacrosse Association Financial Policy.
- 7.6 The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 7.7 The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.
- 7.8 The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.9 The Association may borrow funds upon such terms and conditions as the Board may determine.

#### ARTICLE 8: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- 8.1 Amendments or alterations to the Constitution or any By-Laws of this Association may be made at any Annual Meeting or Special Meeting of the Association but only by a Special resolution.
- 8.2 Notice of any proposed amendment or alteration to be brought to a vote before the voting membership must be submitted in writing to the Manitoba Lacrosse Association office at least fourteen (14) days prior to the date of the meeting at which such amendment is to be submitted. Proposed amendments or alterations will be circulated to all Members seven (7) days prior to the meeting.

- 8.3 The notice of any proposed amendment or alteration must be submitted on the Annual General Meeting – Resolution Form. All sections of this form must be completed and submitted as per the timeframe outlined.
- 8.4 When a notice of proposed amendment or alteration has not been served as provided for herein, the notice of proposed amendment or alteration may be brought to the floor at any Annual General Meeting by a unanimous vote of the Members present.

#### ARTICLE 9: DISSOLUTION

- 9.1 Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

#### ARTICLE 10: INDEMNIFICATION

- 10.1 The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 The Association will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.

#### ARTICLE 11: ADOPTION OF THESE BYLAWS

- 11.1 These Bylaws are adopted by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on October 25, 2020.
- 11.2 In ratifying these By-Laws, the Members of the Association repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.