

# **MEDICINE HAT LACROSSE CLUB BYLAWS**

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## **BYLAW 1 - INTERPRETATION**

### **1.01        INDEX AND HEADINGS**

The insertion of headings and the provision of an index are for the convenience of reference only and shall not affect the construction or interpretation hereof.

### **1.02        TERMS**

The terms "Bylaws", "here of", "herein", "hereunder" and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word "Bylaw" followed by a number shall mean the particular Bylaw being part of these Bylaws.

### **1.03        SINGULAR, PLURAL, GENDER**

Words importing the singular number only include the plural and vice versa, and words importing the use of any gender includes both genders.

### **1.04        NOTICE**

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

### **1.05        DEFINITIONS**

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meaning:

1. "ALA" shall mean Alberta Lacrosse Association;
2. "ALRA" shall mean Alberta Lacrosse Referee Association;
3. "Annual Meeting" means the general meeting of the Members;
4. "Association" shall mean the Medicine Hat Lacrosse Club;
5. "Board" means Board of Directors of the Medicine Hat Lacrosse Club;
6. "Bylaws" means the Bylaws of the MHLC as amended from time to time;
7. "LC" means Lacrosse Canada;
8. "Club" means an association, registered as a body corporate in the Province of Alberta, which has adopted bylaws and regulations that are consistent with Bylaws, Objectives, Regulations, Rules, and Policies of the MHLC and are approved by the Board and operates a program of Lacrosse with one or more Lacrosse Teams;
9. "Coach" means a person registered with the MHLC as a coach of a Lacrosse Team; "Director(s)" shall mean member of the Board of Directors of the MHLC;

10. "Discipline" means correction, chastisement, punishment, penalty, and without limiting the generality of the foregoing, may include but not limited to suspension, fine, expulsion, or posting of a bond;
11. "Dues" means the cost of a Member to belong to the MHLC;
12. "Executive Committee" shall be determined by 6.02 (a);
13. "Financial Statement" means the financial statement of the MHLC;
14. "Fiscal Year" shall have that meaning as defined in Bylaw 12.01;
15. "In Writing" or "Written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including fax and email;
16. "Lacrosse Team" means a group of players (minimum 7), with at least one Coach, all of whom are registered with the MHLC;
17. "LC" means Lacrosse Canada;
18. "Local Governing Body" means the governing authority recognized by the ALA above the Club level and below the ALA level registered as a body corporate in the Province of Alberta, for example, the Southern Alberta Lacrosse Association, the and the Calgary District Lacrosse Association; and the Rocky Mountain Lacrosse League;
19. "League" shall have that meaning defined by the LC from time to time;
20. "Manager" means a person registered with the MHLC as a manager of a Lacrosse Team;
21. "Member" means those persons or organizations who become Members pursuant to Bylaw 2.01;
22. "Members of Members" means an Executive, Player, Parent or Legal Guardian of a Minor Aged Player, Coach, Manager, Trainer or Official who belongs to a Member;
23. "Member in Good Standing" shall mean a Member who is not in arrears in any payments owing to the MHLC, ALA or the LC or whose rights have not been suspended;
24. "Officers" means the person identified in Bylaws 6.01;
25. "Officials" means those persons who work as referees, time-keepers, goal judges, penalty-box attendants and other persons who may be required off the floor or field from time to time for the organized conduct of a game of Lacrosse;
26. "Past President" means the immediately former President of the MHLC;;
27. "Person" and other references to persons, includes any individual, firm, company, corporation, unincorporated body of persons, or association;
28. "Player" means a person registered with the MHLC as a player on a Lacrosse Team;
29. "Referee" shall mean a person registered as a referee with the Alberta Lacrosse Referees Association and the ALA and qualified to officiate Lacrosse in Alberta as determined from time to time by the ALA;
30. "Regulations" means those regulations of the ALA, SALA, and MHLC for the administration and advancement of Lacrosse;

31. "Rules" means those rules of the game of lacrosse as made from time to time by the ALA and LC;
32. "Simple Majority" shall mean one more than half of those voting;
33. "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths (3/4) of those entitled to vote as are present in person at a meeting of Members of which notice specifying the intention to propose a resolution as a special resolution has been duly given;
34. "Spectator" is any individual who attends an event or activity sanctioned by the ALA, including but not limited to league, exhibition, practices, tournaments, and other related functions, without actively participating in the event as a player, coach, official, or volunteer. Spectators include family members, friends, supporters, and other individuals who observe and support the event from the sidelines or designated viewing areas.
35. "Suspension" means the temporary or otherwise removal of a Member, Members of Members, or Spectators from the privileges of playing Lacrosse or association with a Lacrosse Team, Club, Member, or Officiating lacrosse or from any other activities relating to the game of lacrosse under ALA sanctioned activities provided that the suspension must stipulate a length of time or number of Lacrosse games, or type of Lacrosse game or any combination thereof. Expulsion means a permanent removal of a Member's privileges; and
36. "Voting Member" means any member in good standing as per Bylaw 4.08.

## **BYLAW 2 - MEMBERSHIP**

### **2.01 REGULAR MEMBERSHIP**

A member shall be any family registered with the MHLC. The membership fee shall be the registration fee for a lacrosse player, such a fee being determined by the MHLC Board of Directors before each new box lacrosse year.

A member shall be any non-parent Coach, Assistant Coach, Manager, or Board Member officially registered with the Club.

### **2.02 RESIGNATION**

Any Member may resign from the membership in the MHLC by submitting its resignation in writing to the MHLC Board of Directors. Upon submission such member shall forfeit its rights and privileges in the MHLC.

### **2.03 EXPULSION AND SUSPENSION**

- (a) A Member may be expelled or suspended from membership in the MHLC by a resolution passed by two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors in a meeting called for that purpose.
- (b) The Board may, by a vote of two-thirds ( $\frac{2}{3}$ ) of the Directors expel or suspend any member who has failed to pay registration fees to the MHLC.

#### **2.04 LOSS OF MEMBERSHIP**

- (a) A member shall cease to be a member of the MHLC only by resignation or expulsion.
- (b) A member who is suspended loses the rights and privileges of Membership and is deemed a non-member.

#### **2.05 LIFE MEMBERSHIPS**

Life membership is the highest honour that may be bestowed by the MHLC. It is to be awarded to Individuals only for very distinctive services to lacrosse in Medicine Hat. Life members shall act in advisory capacity to the Board but shall not be eligible to vote on any issue.

The Board shall appoint Life Members by majority vote on any nomination for Life Membership. Nominations for Life Membership must be forwarded to the Board in writing by August 31 in each year with endorsement of at least two (2) Members on the nominating papers for each proposed Life Member.

### **BYLAW 3 - DUES AND REGISTRATION FEE**

#### **3.01 PAYMENT**

All Annual Registration Fees and Membership Dues shall be due no later than May 15. A Member shall not be in good standing unless it has paid its Annual Registration Fees and Membership Dues. The Board reserves the right to withhold Members from participating in practice, game play, or MHLC events if a Member is not in good standing.

Life Members shall not be required to pay Annual Registration Fees and Membership Dues.

#### **3.02 REFUNDS**

A Member shall not be entitled to a refund unless approved. A Member must submit in writing a request for refund outlining the reason. Refunds will be issued following a majority vote of two-thirds ( $\frac{2}{3}$ ) by the Executive Committee of the Board.

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

**4.01 ANNUAL MEETING**

The Annual Meeting shall be held no later than January 31 each year at a place and on a date to be fixed by the Board. Unless otherwise arranged, in accordance with these Bylaws, this shall be the only General Meeting for the Association.

**4.02 ORDER OF BUSINESS**

At every Annual Meeting an Order of Business (agenda) shall be presented and accepted by those in attendance.

**4.03 SPECIAL MEETINGS**

Other meetings of the Members (herein called Special Meetings) shall be convened upon written request signed by a majority of the Board in good standing. A special meeting shall be convened within seven (7) days of the receipt of request. The order of business shall be presented and accepted by those in attendance.

**4.04 NOTICE**

Notice of the time and place of all meetings of Members and the general nature of the business to be transacted shall be communicated to each Member fourteen (14) days prior. The notice of the meeting shall be deemed to be good and effective if sent to the last known email address of the Member.

**4.05 QUORUM**

Fifteen (15) Members in good standing and present in person shall constitute quorum for the Annual Meeting and a majority (51%) of the Members in good standing and present in person shall constitute quorum for a Special Meeting.

In the event quorum is not met, the Chairperson of said meeting shall adjourn the meeting to a date and time not less than twentyone (21) days from the date of the original meeting. Seven days written notice to the Members of the date and place to which the meeting has been adjourned will be provided. A quorum for the adjourned meeting shall be one less than a majority.

**4.06 RIGHT AND OBLIGATION TO VOTE AT MEMBERS' MEETINGS**

At each meeting of the Members (Annual Meeting or Special Meeting) the following have the right to vote:

- (a) Each Member of the Board shall have one (1) vote;
- (b) Each Member at large shall have one (1) vote;
- (c) Each such Member shall vote on every motion unless there is a conflict of interest, in which case that person shall not vote.

**4.07 QUALIFICATIONS**

In order for a Member to qualify for voting privileges at meetings of Members, the Member must be a Member in Good Standing and:

- (a) Have completed registration as per MHLC Regulations in the current season;

- (b) Have paid the Annual Membership Dues for the current year; and
- (c) Be present in person

#### **4.08 VOTING**

At all meetings of the Member of the MHLC, every question should be decided by a simple majority of votes by those entitled to vote who are present in person. Every question should be decided in the first instance by a show of hands. A declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the minutes of the MHLC shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

#### **4.09 CASTING VOTE**

In case of equality of votes at any meeting of the Members, whether upon a show of hands or poll, the Chairperson shall cast the deciding vote.

#### **4.10 SPECIAL RESOLUTIONS - FILING REQUIREMENT**

Any Special Resolution adopted by the Members in accordance with these Bylaws shall be filed with the Registrar of Corporations (Alberta Registries) within thirty (30) days of adoption, as required by the Alberta Societies Act. No amendment to these Bylaws shall take effect until filed with the Registrar.

### **BYLAW 5 - BOARD OF DIRECTORS**

#### **5.01 AFFAIRS AND BUSINESS**

The affairs and business of the MHLC shall be managed or supervised by the Board of Directors who shall serve without remuneration and may exercise all such powers and do all such acts and things as may be exercised or done by the MHLC and are not Bylaws or by Statute expressly directed or required to be done by the MHLC at meetings of the Members.

#### **5.02 BOARD**

The Board of Directors (herein referred to as the "Board") shall consist of the following:

1. President
2. Vice President
3. Treasurer/Registrar
4. Secretary
5. Director of Coaching and Player Development
6. Director of Equipment
7. Director of Tournament
8. Director of Volunteers
9. Director of Sponsorship
10. Past President

### **5.03 QUALIFICATIONS**

Each of the Directors shall be eighteen (18) years of age or over and shall reside in the City of Medicine Hat or surrounding area. Each of the Directors must provide a clean Background Information Check and Vulnerable Sector Check no later than thirty (30) days following their appointment or election to the Board.

### **5.04 POWERS OF THE BOARD**

For the purpose of carrying out the objectives of the MHLC, the Board shall manage the affairs of the MHLC, and shall implement all of the resolutions, exercise all of the powers, and do all such acts and things as may be exercised or done by the MHLC and are not by these Bylaws expressly directed or required to be done at a meeting of the Members otherwise. The powers and duties of the Board includes, without limiting the generality of the foregoing, the following;

- (a) supervision of the collection of fees and funds of the MHLC;
- (b) supervision of the expenditure of funds of the MHLC;
- (c) to establish and define the Rules, Regulations, and Policies of the MHLC;
- (d) to interpret and enforce the Bylaws, Rules, Regulation, and Policies of the MHLC;
- (e) to recommend, draft, and prepare changes to the Bylaws, for the approval of Members at the Annual Meeting;
- (f) to impose and enforce appropriate penalties upon the Members, Players, Coaches, or other persons for violating or breaches of the Bylaws, Rules, Regulations, and Policies of the MHLC, or for any violation or breach of a decision or ruling of the Board;
- (g) to appoint those Committee Chair Persons who are not elected pursuant to the Bylaws, and from time to time, define the duties of Chairs, and the Technical Director of the MHLC;
- (h) to classify lacrosse teams, in its sole discretion, in categories or divisions, and
- (i) to approve or disapprove, in its sole discretion, applications for Membership (Players, Coaches, or Managers)

### **5.05 BOARDS AUTHORITY - FINAL AND BINDING**

Subject to only those rights of appeal as provided for herein and in the Constitution and Bylaws of the MHLC, all decisions, rulings, and interpretations of the Board are final and binding upon the Members, Players, Coaches, and Officers.

### **5.06 STAGGERED TERMS**

To ensure continuity of governance, elections for Directors shall be staggered such that approximately one-half of the Board positions are elected each year. Directors shall hold office until the conclusion of the Annual Meeting at which their successors are elected, unless earlier removed or resigned in accordance with these Bylaws.



## **BYLAW 6 - OFFICERS, EXECUTIVE COMMITTEE AND DIRECTORS**

### **6.01 OFFICERS AND EXECUTIVE COMMITTEE**

The Officers of the MHLC shall consist of the following:

1. President;
2. Vice President;
3. Treasurer/Registrar;
4. Secretary;
5. Past President

### **6.02 BOARD OF DIRECTOR**

(a) The Board of Directors, with the exception of the Past President, shall be elected by the Members at the Annual Meeting and shall consist of the following positions with the following terms in office:

1. President (2 years)
2. Vice President (2 years)
3. Treasurer/Registrar (2 years)
4. Secretary (2 years)
5. Director of Coaching and Player Development (1 year)
6. Director of Equipment; (1 year)
7. Director of Tournament; (1 year)
8. Director of Volunteers; (1 year)
9. Director of Sponsorship; and (1 year)
10. Past President

(b) The terms of the office of President and Secretary shall start in the same even year and the terms of office of the Vice President, Treasurer/Registrar, and Secretary shall start in the same odd year for the other terms of office;

(c) No Member of the Executive Committee may hold a second position on the Board of Directors.

**6.02.1** The Executive Committee shall generally assist in the general operations of the MHLC, including, without limiting the following:

(a) perform specific operations and duties as directed by the Board from time to time;

(b) act as a steering committee for the Board making recommendations to the Board regarding policies;

(c) assist in the preparation and recommend for approval the MHLC's Annual Budget and have the proposed budget delivered to the Board no later than ten (10) days prior to the date of the Annual Meeting convened to approve the budget;

- (d) shall have the power, on an emergent basis, when it is not reasonably possible to convene a meeting of the Board, to take any action that the Board or any Committee may take, except in relation to the expenditure of money over \$2,000.00; and
- (e) exercise such other powers as may be conferred by these Bylaws.

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

### **6.03 DUTIES AND POWERS**

The duties and powers of the members of the Executive Committee and Board of Directors are as follows:

#### **PRESIDENT**

The President, subject to the overall management and supervision of the Board, shall be charged with the general management and supervision of the Board, and the affairs and operations of the MHLC including, and, without limiting the generality of the foregoing, has the following duties and powers:

- (a) shall preside at and Chair all meetings of the Members, Executive, and Board;
- (b) shall represent the MHLC at all SALA meetings;
- (c) shall be an *ex-officio* member of all committees;
- (d) shall call all meetings of the Board and Executive at such time and place as may be required from time to time to transact the business of the MHLC;
- (e) shall have the power, on an emergent basis, to discipline any Player, Coach, Manager, or Trainer for unseemly conduct on or off the playing surface or for breach of the Bylaws, Policies, Rules, and Regulations, subject always to the Right of Appeal to the Discipline and Appeals Committee as hereinafter provided; and
- (f) shall maintain contact with the sport community, City of Medicine Hat, the media, and the general public speaking on behalf of the MHLC on overall issues and promotion related to the sport.

**6.03.1** The President shall not vote at meetings of the Members, the Board or Executive Committee, except in the case of an equality of votes on any question, the President shall have the deciding vote.

#### **VICE PRESIDENT**

- (a) shall be an assistant to the President;
- (b) shall be the Chair of the Discipline and Appeals Committee;
- (c) shall ensure that the Discipline and Appeals Committee is fulfilling its mandate and duties;
- (d) shall act in the absence of the President; and
- (e) shall attend all meetings of the Members, Executive, and Board; and

- (f) Will have voting rights.

### **TREASURER/REGISTRAR**

The Treasurer/Registrar shall be responsible for:

- Preparation of the Annual Budget
- Responsible for the custody and maintenance of all books and records of finances pertaining to the MHLC, as required by the MHLC Bylaws and the law;
- Ensure that the MHLC is properly financially managed and will, along with all other members of the Executive Committee, have signing authority;
- Provide a financial report to the Members at the Annual Meeting;
- Provide a financial report at all Executive and Board Meetings, including current balance, YTD expenditures, and anticipated expenses remaining in the fiscal year;
- Prepare the annual financial statement and assist in the yearly audit of the MHLC books;
- Prepare and submit yearly Societies Report;
- Will attend all meetings of the Members, Executive, and Board;
- Create new season and packages for all divisions each season;
- Opening registration as per ALA registration date;
- Ensure that all players complete a registration form;
- Work with Director of Coaching and Player Development by providing required lists as needed for assessments and team selection;
- Assign all players, coaches, trainers, and managers to appropriate teams in Ramp for SALA website
- Communicate to Members as required through Ramp with the assistance of the President;
- Manage [medicinehatlacrosse@gmail.com](mailto:medicinehatlacrosse@gmail.com) account, correspond to all emails, and communicate with Board if assistance is required in responding to inquiries; and
- Will report to the President; and
- Will have voting rights.

### **SECRETARY**

The Secretary shall be responsible for:

- Record minutes of all meetings;
- Will maintain and propose ByLaw updates as required;
- May be a signing authority (if necessary);
- Schedule all floor time;
- Shall attend all meetings of the Members, Executive, and Board; and
- Will have voting rights.

### **DIRECTOR OF COACHING AND PLAYER DEVELOPMENT**

The Director of Coaching and Player Development shall be responsible for:

- Recruitment of players in the discipline of Box lacrosse;

- Development of technical materials for coaching;
- Recruitment, training, and retention of coaches;
- Act as the primary liaison for all coaches;
- Set up and arrange player assessments;
- Direct team selection to ensure equal division of players;
- Facilitate coaches meetings (minimum 1 per season);
- Maintain a complete list of all coaches and trainers and their current certification levels;
- Review Letter of Intent for coaching;
- Present slate of coaches and trainers to be presented to the board for approval;
- Ensure each division has adequate amount of head coaches, assistants, and trainers;
- Contact all coaches to ensure they have the tools and knowledge necessary to run practices and games;
- Work with coaches, trainers, and managers to help better player development skills;
- Will have voting rights.

#### **DIRECTOR OF EQUIPMENT**

The Director of Operation shall be responsible for:

- Coordinate, the repair, replacement, or new purchase of equipment;
- Seek Board approval for purchases over \$250.00 either at a meeting of the Board or by email request if the need arises between meetings;
- Maintain inventory of all MHLC equipment including game sheets, balls, pinnies;
- Ensure that proper equipment is assigned to each team at the beginning of the season;
- Ensure medical kits are fully stocked;
- Have general knowledge of goalie equipment categories and regulations;
- Provide a list of required items end of season to the Board for planning and approval of purchases;
- Assess equipment and jersey condition;
- Coordinate with coaches the return of all equipment at the end of each season and ensure all received equipment is properly stored; and
- Will have voting rights.

#### **DIRECTOR OF TOURNAMENT**

The Director of Tournament shall be responsible for:

- Chair the Tournament Committee;
- Ensure Tournament Committee is fulfilling its mandate and duties;
- Secure venues for tournament with the assistance of Scheduler;
- Submit tournament application to ALA no later than November 1;

- Submit application to Stay In Medicine Hat for funding upon receipt of tournament approval;
- Submit tournament budget and requests for spending to the Board for approval;
- Organize annual LAX To The MAX tournament ensuring proper alignment with the ALA Regulations;
- Prepare and present tournament financials to the Board post tournament; and
- Will have voting rights.

### **DIRECTOR OF VOLUNTEERS**

The Director of Volunteers shall be responsible for:

- Be the primary liaison with team managers in the U7, U9, U11, U13, U15, U17, and Junior Divisions;
- Update season starter kit ahead of each season to ensure information is current;
- Meet with ALL managers prior to team meetings;
- Provide guidance and mentorship to managers;
- Attend Board meetings and report updates to the Board;
- Will have voting rights.

### **DIRECTOR OF SPONSORSHIP**

The Director of Sponsorship shall be responsible for:

- Report to Board in regards to fundraising activities;
- Oversee the fundraising and sponsorship program for MHLC;
- Is the primary contact for sponsorship between sponsors and MHLC;
- Coordinate fundraising events;
- Oversee the collection and proper documentation of funds raised and ensure funds are transferred to the Treasurer for deposit into the MHLC account;
- Maintain a complete list of all sponsors who contribute to MHLC, including amount and date of contribution;
- Will coordinate with the Tournament Chair to ensure all sponsors receive appropriate recognition (programs, sponsor board, etc.);
- Shall be responsible for applying and maintaining copies of any/all funding licenses, applications or grants for MHLC;
- Will have voting rights.

### **PAST PRESIDENT**

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

**6.04** In the event the President is unable to act, the Vice President shall do so in his/her place. Should the Vice President be unable to act, then the Director of Coaching and Player Development shall act.

## **BYLAW 7 - STANDING COMMITTEES**

### **7.01**

(a) The Standing Committees of the MHLC are as follows:

- i) Discipline and Appeals Committee
- ii) Tournament Committee

(b) All new committees to be responsible for future projects can be chosen by any one of the following methods:

- i) Committee Chairperson and Members are appointed at a Board meeting unless otherwise outlined in Duties of Directors; or
- ii) Committee Chairperson and Members are appointed by the President unless otherwise outlined in Duties of Directors; or
- iii) The President appoints the Committee Chairperson with the powers to select his/her own membership.

(c) The mandates of the Standing Committees are:

i) **Discipline and Appeals**

Composed of the Chair of the committee and appointees drawn from a pool of Members and the Board. This committee will rule on disciplinary issues submitted to the committee pursuant to the MHLC, SALA, or ALA rules or complaints against any member of the MHLC. The chair of his or her delegate, when requested, shall also interpret MHLC, SALA, or ALA policies and rules when the issue relates to disciplinary action. The committee shall also act as an Appeals Committee to hear appeals from Members who complain of a decision affecting him/her or to hear appeals where provided elsewhere in the Bylaws or Regulations.

ii) **Tournament**

Composed of the Chair of the committee and appointees drawn from a pool of Members and the Board. The committee will organize and plan the annual LAX To The MAX tournament in alignment with the ALA Regulations. Proper financial planning must be maintained and reported.

### **7.02 Chairs**

Chairs of Standing Committees are responsible to preside over Standing Committees, to ensure they fulfill their mandate and duties and to report to and take direction from the Board of Directors.

## **BYLAW 8 - OPERATIONAL PROCEDURES**

### **8.01 RESIGNATION**

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

### **8.02 REMOVAL**

**8.02.1** The Members may, by resolution passed by a majority of the votes cast at a special meeting of the Members duly called for that purpose, remove any Director before the expiration of his or her term of office and may by a majority votes cast at the meeting, elect any person in his or her stead for the remainder of the term of the Director removed.

**8.02.2** The Board may, by a majority vote, remove a Director who, in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct which impairs his/her performance as a Director.

**8.02.3** Any Director who fails to attend Board Meetings on two (2) consecutive occasions, without just cause, which shall be determined by the Board, on a motion passed by a majority of the Directors, may be removed as a Director

### **8.03 VACATION OF OFFICE**

The office of a Director is vacated if he resigns his office, if he is removed from Members or Directors, as herein provided, or if he/she ceases to have the necessary qualifications.

### **8.04 VACANCIES**

Where a vacancy occurs in the Board, or in the event a Director is not elected, and a quorum of Directors then exists, the Directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not then a quorum of Directors in office, the Director or Directors then in office shall forthwith a meeting of the Members to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

### **8.05 PLACE OF MEETING**

Meetings of the Board may be held at any place within the bounds of MHLC.

### **8.06 MEETINGS BY TELEPHONE OR VIDEO CONFERENCE**

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by; means of conference call or other communications equipment so that all persons participating in the meeting can hear each other. A Director participating in a meeting pursuant to this subsection shall be deemed for the purposes of these Bylaws to be present in person at the meeting.

#### **8.07 CALLING OF MEETINGS**

Meetings of the Board shall be held when it is deemed best for the Club, at such place, at such time and on such day as the President or any four (4) Directors may determine, and the President shall meetings when directed or authorized by any four (4) Directors, who shall state the business which is to be conducted at the said meeting. Notice of every meeting so called shall be given to each Director not less than five (5) days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified consent.

#### **8.08 AGENDA ITEMS**

If there are agenda items, which require specific Directors or Committee Members to be present, and they are not present, the Chairperson shall immediately have those items postponed to the end of the meeting. If at the end of all other business, those Directors or Committee Members are still not present, those items should be postponed until the next meeting.

#### **8.09 MINUTES**

The minutes of the Executive, Board, and Committee meetings shall include motions considered and their disposition, reports received either explicitly or as attachments and shall be distributed to the Directors as a draft as soon as possible or at the latest prior to the start of the next meeting for approval and adoption.

#### **8.10 VOTING**

**8.10.1** Directors shall vote on every motion unless excused by resolution of the Meeting from voting on a specific motion, or unless disqualified from voting by reason of a conflict of interest as contemplated pursuant to subsection 8.10.2.

**8.10.2** Directors shall not vote on any question:

- a) Affecting a private company of which they are shareholders;
- b) Affecting a public company in which they hold more than one percent of the number of shares;
- c) Affecting a partnership or firm of which they are members;
- d) A contract for the sale of goods, merchandise, or services to which they are a party;



- e) On any question in which they have direct or indirect pecuniary interest, except questions of general benefit to a class of which they are, by statute, necessarily members; or
- f) Any questions directly affecting the placement or discipline of any player or personnel to whom they are directly related.

Any Director excluded because of the above shall so declare before discussion of the question and shall not participate in the debate, and shall be deemed absent for that specific question. Any director with a family member on the Board shall delegate vote and discussion to one representative on the Board and shall be deemed absent for that specific question.

### **8.11 PROXY VOTING**

No member of the Board shall be entitled to send a person to represent them or vote on their behalf at a meeting of the Executive or Board of Directors.

### **8.12 VOTING PROCEDURES (BOARD OF DIRECTORS)**

At the discretion of the President, an electronic vote may be held between General Meetings of the Board of Directors.

### **8.13 MOTIONS**

**8.13.1** Each Director, with the exception of the Chair, shall have the privilege of proposing motions for consideration with requirement of a seconder.

**8.13.2** The Chair shall rule on the validity of any point of order. If a motion is ruled “out-of-order” by the Chair it shall be so recorded in the minutes along with the reasons stated for the ruling.

**8.13.3** On any question, parliamentary courtesy shall be observed. The Chair and Proposer shall have the right to open and close debate (proposer first and last), however closure shall not take place until every Director or Committee Member choosing to speak has had the opportunity to do so.

**8.13.4** No Director shall speak more than twice to the same question (only once to a question of order), or no longer than five (5) minutes at one time. No Director or Committee Member shall speak a second time to a question until every Director choosing to speak has spoken.

**8.13.5** A proposer shall not speak against a motion, even though he/she shall have the privilege of casting a vote against.

**8.13.6** Where the right to speak on a question is itself a matter for debate, the Chair poll each Director or Committee Member to ensure opportunity has been granted.

**8.13.7** A proposer has the right to withdraw the motion at any time, in which case it shall not be recorded in the minutes, and business shall proceed as if the motion had never been proposed.

**8.13.8** Where the right to speak on a question is itself a matter for debate, the Chair shall poll each Director or Committee Member to ensure proper opportunity has been granted.

**8.13.9** A proposer has the right to withdraw the motion at any time, in which case it shall not be recorded in the minutes, and business shall proceed as if the motion had never been proposed.

#### **8.11 AMENDMENTS**

**8.11.1** Each Director shall have the right to propose amendments to a question under consideration, providing the amendment enhances the intent of the original motion, and does not attempt to contradict its application.

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

**8.11.3** When an amendment is not accepted by the proposer of the original motion, all debate shall be confined to the merits of the amendment, unless it is of such nature that its determination practically decides the main question.

#### **8.12 DECORUM**

**8.12.1** In debate, a Director should confine comment to the question.

**8.12.2** A speaking Director shall respect the Chair's right to speak or recognize a point of order or information. The speaking Director shall defer to the Chair on such points.

**8.12.3** Calling for the question, may be ruled out of order by the Chair if, in his/her opinion, the motion is being made in a frivolous manner, or in an attempt to suppress normal debate.

#### **8.13 SIGNED RESOLUTION**

A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board or the Committee, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

#### **8.14 BOARD OF DIRECTORS QUORUM**

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

#### **8.15 VOTES TO GOVERN**

Each Director present shall have one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and, in case of an equality of votes, the Chair of the meeting has a casting vote. Voting rights are

restricted to only one vote per family, in the event one or more family members holds a Director position.

#### **8.16 DISCLOSURE OF INTEREST IN CONTRACTS**

Every Director who has, directly or indirectly, any interest in any contract or transaction to which the MHLC is or is to be a party shall declare his/her interest in such contract or transaction at a meeting of the Directors and shall at that time disclose the nature and extent of such interest.

#### **8.17 INDEMNITY OF DIRECTORS AND OFFICERS**

Except in respect of an action on behalf of the MHLC to procure a judgment in its favour, the MHLC shall indemnify a Director or Officer, and his heirs and legal representative against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of being or having been a Director or Officer of the MHLC, if;

- (a) He or she acted honestly and in good faith with a view of the best interests of the MHLC, and;
- (b) In the case of a criminal or administrative action or a proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing his conduct was lawful.

### **BYLAW 9 - RULES AND REGULATIONS**

**9.01** The Board may, from time to time, pass rules and regulations for the betterment of Lacrosse in Medicine Hat, including, without limiting the foregoing, the better government, organization and administration of Lacrosse as the Board, in its sole and absolute opinion and discretion may consider desirable.

**9.02** Upon the Board approving and adopting a Rule and/or Regulations, the Registrar shall forthwith give notice in writing of the said rule and/or regulation to the Members.

### **BYLAW 10 - VIOLATIONS OF BYLAWS, RULES, AND REGULATIONS**

#### **10.01.1 VIOLATION AND DISCIPLINE**

Any Member, Member of Members, Lacrosse Team, Player, Parent/ Guardian of a Player, Coach, Manager, Trainer, Official, or Spectator who violates or breaches a Bylaw, Rule, Policy and/or a Regulation is subject to discipline as set out in the ALA Bylaws and ALA Discipline and Appeals Policy.

#### **10.01.2 CODE OF CONDUCT**

All Members, Members of Members, Lacrosse Teams, Players, Parent/Guardian of a Player, Coaches, Managers, Trainers, Officials, and Spectators shall:

- (a) attempt at all times to work toward the goals and objectives of the ALA and the game of Lacrosse, and towards the betterment of its members;
- (b) strive to heighten the image and dignity of the ALA and the sport of Lacrosse as a whole, and to refrain from behavior which may discredit or embarrass the ALA or the Game;
- (c) always be courteous and objective in dealings with others;
- (d) except when made through proper channels, refrain from unfavorable criticism of others;
- (e) strive to achieve excellence in the sport while supporting the concepts of Fair Play and a Drug-Free sport;
- (f) show respect for the cultural, social and political values of all participants in the sport; and
- (g) as a guest in a foreign country or other province abide by the laws of the host and adhere to any social customs concerning conduct.

#### **10.01.3 NATURAL JUSTICE**

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

#### **10.01.4 SUSPENSIONS**

The ALA may establish standard suspensions which accompany infractions committed during a Lacrosse game. There is no appeal from such standard suspension.

### **BYLAW 11 – MHLC AUTHORITY**

#### **11.01 BOARD DECISIONS – FINAL AND BINDING**

All Members, Members of Members, Lacrosse Teams, Players, Parent/Guardian of a Player, Coaches, Managers, Trainers, Officials, Spectators and any other person, who has registered with and/or is recognized by the MHLC in any capacity, recognizes and acknowledges that the MHLC is the only body sanctioned by the ALA to administer lacrosse in Medicine Hat and district and as such agrees to be bound and abide by the Bylaws, Objects, and Policies, Rules, Regulations, decisions, and directions of the ALA and the MHLC, as may properly be in force, from time to time, in the Province of Alberta.

## **11.02        COURT ACTIONS**

All Members, Members of Members, Lacrosse Teams, Players, Parent/Guardian of a Player, Coaches, Managers, Trainers, Officials, and Spectators by virtue and because of their status as such, agree that any recourse to the law courts of any jurisdiction before all rights and remedies as provided by these Bylaws, Policies, Regulations and Rules and the Bylaws of the ALA have been exhausted, shall be prohibited. Further, any such recourse to the law courts as aforesaid shall be deemed by the MHLC to be code of conduct violation enabling the President to suspend and/or disqualify the said persons pursuant to 6.03.1,1 (e)

## **BYLAW 12 – MANAGEMENT AND FINANCES**

### **12.01        FISCAL YEAR**

The fiscal year of the MHLC shall commence on the 1<sup>st</sup> day of January of every year up to and including the 31<sup>st</sup> day of December of the following year.

### **12.02        ANNUAL FINANCIAL AUDIT**

**12.02.1**        The books and financial records of the MHLC may be compiled annually by staff or an external accountant and those books and financial records shall be audited annually as defined and required by the Government of Alberta by the person or persons appointed by the Members.

**12.02.2**        The person or persons shall make such examination of the books, records and affairs of the MHLC as will enable him or her to report to the Members as to the financial condition of the MHLC.

**12.02.3**        The person or persons shall have access at all times to all records, documents, books, accounts and vouchers of the MHLC and is entitled to require from the Directors and Officers such information and explanations as may be necessary for the performance of his or her duties.

### **12.03        EXPENSES**

All members of the Board or Committees shall be entitled to reimbursement for the reasonable expenses incurred while engaged in business approved by the Board. Any two of the President and/or Treasurer and/or Secretary, shall approve all expense claims to ensure their validity and conformity to the Regulations and approved budget.

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

**12.04.1**        The Board may adopt a seal, which shall be the common seal of the MHLC.

- 12.04.2** The common seal of the MHLC shall be under the control of the Board and the person(s) responsible for its custody and use from time to time shall be determined by the Board.

**12.05** **AMENDMENTS TO BYLAWS**

- 12.05.1** Subject to compliance with the requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution provided that notice of such resolution has been given at least fourteen (14) days prior to the meeting at which it is intended to present such resolution to the Members and such Special Resolution, if passed by the Members, shall not take effect until it has been registered in accordance with the laws of the Province of Alberta.

- 12.05.2** Any amendment in the Bylaws, Rules and Regulations which may have been adopted in the manner provided for in the Bylaws, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws, Rules and Regulations.

**12.06** **ALA AND SALA MEMBERSHIP**

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

**12.07** **INSPECTION OF RECORDS**

- 12.07.1** The Members have the right to inspect the books, records, and financial statements of the MHLC in accordance with the Alberta Societies Act. The Members also have the right to obtain copies, at their expense, of such books and records. Records may be inspected at the General Business Office of the MHLC or by making arrangements with the President or Treasurer to inspect them elsewhere at a mutually agreeable place. The MHLC shall produce the books and records for inspection within a reasonable time after being requested by a Member to do so.

The Association shall also make its Bylaws, audited financial statements, and minutes of Members' meetings available to any Member in good standing upon written request. Copies of these documents may be provided electronically or in print, at the expense of the requesting Member.

- 12.07.2** The MHLC Executive or Board has the authority to require its Members, and Teams or others who administer lacrosse who are under the jurisdiction of the ALA to provide their books and records for inspection by the MHLC. Such books and records shall be produced within a reasonable time after the request has been made.

**12.08.01** **DISSOLUTION**

The Association shall be dissolved upon special resolution of Members.

**12.08.02** **DISTRIBUTION OF ASSETS**

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