Red Deer Major Lacrosse Association

**Revised – October 23, 2012**

### Bylaws

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# Bylaw 1: Name & Objective

The name of the organization is the Red Deer Major Lacrosse Association (RDMLA).

The objectives of the RDMLA are to:

1. foster, promote, govern and improve Post Midget Box Lacrosse in Central Alberta (hereinafter referred to as “Major Lacrosse”).
2. foster among its members, supporters and teams, fair play and sportsmanship and a general community spirit while maintaining and promoting interest in the game of lacrosse.
3. control and exercise a general care, supervision and direction over all playing interest in the RDMLA or other activities entered into by the RDMLA and its members.

# Bylaw 2: Affiliation

# The By-Laws of this organization are subject to the terms and conditions imposed by the Rocky Mountain Lacrosse League (RMLL), the Alberta Lacrosse Association, (ALA), and the Canadian Lacrosse Association (CLA). Where a conflict arises between these By-Laws and the rules of the RMLL, ALA or CLA, the ALA or CLA rules will govern.

# Bylaw 3: Interpretation

1. Index and Headings - The insertion of headings and the provision of an Index, are for convenience of reference only and shall not affect the construction or interpretation hereof.
2. Terms - The terms “Bylaws”, “hereof”, “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.
3. Singular, Plural, Gender - Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include both genders.
4. “Person” – “Person” and other references to persons, includes any individual, firm, company, corporation, unincorporated body of persons, or association.
5. “In Writing” – “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 telecopier (fax), telex, telegraph or e-mail.
6. 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.
7. Definitions - Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:
8. “ALA” shall mean the Alberta Lacrosse Association.
9. “ALRA” shall mean Alberta Lacrosse Referees Association.
10. “Amateur” shall have that meaning as defined by the CLA from time to time.
11. “Annual Meeting” means the general meeting of the Members as provided for in Bylaw 8.2.
12. “Appeal” means an appeal pursuant to the Rules and Regulations of the RMLL.
13. “Appeal Fee” means that fee as defined and set out in the Rules and Regulations of the RMLL.
14. “Appellant” means the person initiating an Appeal by filing a Notice of Appeal.
15. “Executive” means the elected members of the RDMLA.
16. “Bylaws” means the Bylaws of the RDMLA as amended from time to time.
17. “Chair” means that person elected as the President of the RDMLA.
18. “CLA” means the Canadian Lacrosse Association.
19. “Coach” means a person registered with the RDMLA as a coach of a Lacrosse Team.
20. “Discipline” means correction, chastisement, punishment, penalty, and without limiting the generality of the foregoing, shall include suspension, fine, expulsion and loss of a bond.
21. “Financial Statement” means the financial statement of the RDMLA.
22. “Fiscal Year” shall have that meaning as defined in Bylaw 10.
23. “Lacrosse Team” means a group of persons comprised of not less than twelve (12) players, with at least one Coach, all of whom are registered with the RDMLA.
24. “League” shall mean the RMLL.
25. “Manager” means a person registered with the RDMLA as a manager of a Lacrosse Team.
26. “Member” shall mean a Member of the RDMLA.
27. “Notice of Appeal” means that notice as provided for in the Rules and Regulations of the RMLL.
28. “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 from time to time for the organized conduct of a game of Lacrosse.
29. “Officers” means the chair or a person on the Executive.
30. “Ordinary Resolution” means a resolution passed by ½ of such Members 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 duly been given.
31. “Parties to the Appeal” means the Appellant, Respondent, and such other persons as the Chair of the Discipline/Appeals Committee, acting reasonably, shall direct and name.
32. “Player” means a person registered with the RDMLA as a player on a Lacrosse Team.
33. “Referee” shall mean a person registered as a referee with the Alberta Lacrosse Referees Association, qualified to officiate a Lacrosse game as determined from time to time by the ALA.
34. “Regulations” means those regulations of the RMLL for the administration and advancement of Lacrosse.
35. “Respondent” means that authority that has made a decision or ruling that the Appellant has appealed.
36. “RMLL” shall mean the Rocky Mountain Lacrosse League.
37. “Rules” means those rules of the game of Lacrosse as made from time to time by the RMLL, ALA and CLA.
38. “Special Resolution” shall mean a resolution passed by a majority of not less than three-quarters (3/4) of such Members 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 duly been given.
39. “Suspension” means a temporary debarring of a person from the privileges of playing Lacrosse games or association with a Lacrosse Team or Member provided that a suspension must stipulate a length of time or number of Lacrosse games, or type of Lacrosse game or any combination thereof.
40. “Expulsion” means a permanent debarring.
41. “Tier I” means Tier I Junior B only.
42. “Tier II” means Tier II Junior only.

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# Bylaw 4: Membership

1. Membership in the organization shall consist of:

1. all elected members of the Executive of the RDMLA,
2. coaches, managers and trainers of the RDMLA,
3. appointed committee members of the RDMLA,
4. players, 18 years of age and over, and
5. player’s guardian, if player is under the age of 18 years of age.
6. Resignation - Any Member may resign from membership in the RDMLA by submitting its resignation in writing to the Secretary of the Executive. Upon submission, such member shall forfeit its rights and privileges in the RDMLA and the Executive may consider applications to replace the Member so resigning from the RDMLA.
7. Expulsion and Suspension - A member may be expelled or suspended from membership in the RDMLA by a resolution passed by two-thirds (2/3) of the Members in a meeting of Members called for that purpose. No member shall be expelled without being notified of the complaint against it or without having first been given a fair hearing, in accordance with the rules of natural justice, by the Members at the aforesaid meeting. The Executive, may, by a vote of two-thirds (2/3) of the Officers, expel or suspend any Member who has failed to pay membership dues to the RDMLA
8. Loss of Membership - A Member shall cease to become a Member of the RDMLA only by resignation or expulsion. A Member who is suspended continues to be a Member but has no rights or privileges of Membership.

# Bylaw 5: Amendments to Bylaws

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 of the Members provided that notice to the Members of such resolution has been given at least thirty (30) days prior to the meeting at which it is intended to present such resolution and such Special Resolution, if passed by the Members, shall take effect upon the passing of the Special Resolution by the Members.

1. Any amendment to the Bylaws 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.

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# Bylaw 6: Executive

1. The officers of the RDMLA, who, together, comprise the Executive are the following:

1.1 President

1.2 Past President

1.3 Vice President

1.4 Secretary

1.5 Treasurer

1.6 Tier Representative(s)

2. A member of the Executive may resign from office upon giving notice thereof in writing to the Secretary and such resignation becomes effective in accordance with its terms or upon acceptance by the Executive, whichever may be the earlier date.

3. (a) The Members may, by Ordinary Resolution remove any member of the Executive before the expiration of his term of office and may, by Ordinary Resolution elect any person in his stead for the remainder of the term of the Executive member so removed.

(b) The Executive may, by a two-thirds (2/3) vote, remove an Executive member who, in the opinion of the Executive has been or is being remiss or neglectful of duty or by conduct which impairs his/her performance as an Executive member.

1. The office of an Executive member is vacated if he resigns his office, if he is removed from office, as herein provided, or if he ceases to have the necessary qualifications.
2. Where a vacancy occurs in the Executive, or in the event that the office is not elected, and a quorum then exists, the Officers then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not then a quorum in office, the Officers then in office shall forthwith call a meeting of the Members to fill the vacancies, and, in default or if there are no officers then in office, the meeting may be called by any Member.
3. Meetings of the Executive may be held at a place determined by the Executive and shall follow Roberts Rules of Order.
4. Where the Officers have consented thereto, any Officer may participate in a meeting of the Executive by conference call or other communications equipment by means of which all persons participating in the meeting can hear each other, and an Officer 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.
5. Meetings of the Executive shall be held no less than once every three months and at such place, at such time and on such day as the Chair or any four (4) officers may determine, and the chair shall call meetings when directed or authorized by any four (4) officers, 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 officer not less than forty eight (48) hours (excluding any part of a Sunday and of a holiday as defined by the Interpretation Act) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Officers are present or if those absent have waived notice or otherwise signified their consent.
6. The order of Business at any regular meeting of the Executive or Committees shall be as follows:

i. Call to order:

ii. Reading and Approval of minutes: “Are there any corrections to the minutes?”

 “There being no corrections, the minutes will stand approved as read.”

1. Business arising from minutes: Members may bring to the attention of the meeting any unfinished business from the previous meeting.

iv. Reading and Approval of Agenda: “Are there any additions or corrections to the Agenda?’

1. Reports of Officers and Standing Committees: - Officers should be called upon to report in the order in which they are mentioned in the bylaws or regulations.

vi. New Business

1. Appointment of Committees: All new committees to be responsible for future projects can be chosen by any one of the following three methods:

a) Committee Chairperson and members are appointed at the Executive meeting; or

b) Committee Chairperson and members are appointed by the Chair; or

c) The Chair appoints the Committee Chairperson with powers to select his/her own members.

viii. Next Meeting

1. Adjournment - Motion for adjournment; motion is seconded; chairperson calls for a vote; action depends upon majority vote. This motion cannot be discussed.

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

(j) The minutes of the Executive meetings shall include motions considered and their disposition, reports received either explicitly or as attachments and shall be distributed to Members as soon as possible and at the latest prior to the start of the next meeting.

(k) Officers shall vote on every motion unless excused by resolution of the Meeting from voting on a specific motion, or unless is disqualified from voting by reason of a conflict of interest as contemplated pursuant to Bylaw 6.3.(l).

(l) Executive and Committee Members shall not vote on any question:

i. Effecting a private company of which they are shareholders;

ii. Effecting a public company in which they hold more than one percent of the shares;

iii. Effecting a partnership or firm of which they are members;

iv. A contract for the sale of goods, merchandise, or services to which they are a party;

v. 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; and

vi. Any question directly effecting the placement or discipline of any player or personnel to whom they are directly related.

and any Executive or Committee Member 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.

1. No absentee and/or proxy voting shall be allowed unless a pre-worded, written motion has been presented to the members after 30 days notification.
2. Recording: an Executive member may request his/her vote to be recorded in the minutes.
3. Motions

i. Each Officer, including the Chair, shall have the privilege of proposing motions for consideration with requirement of a seconder.

ii. 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.

1. Meetings shall be conducted and governed in accordance with Roberts Rules of Order.
2. A resolution signed by all Executive Members, shall be as valid and effectual as if it has been passed at a meeting of the Executive, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

4. For the purpose of carrying out the objectives of the RDMLA, the Executive shall manage the affairs of the RDMLA, 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 RDMLA and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the Executive includes, without limiting the generality of the foregoing, the following:

1. supervision of the collection of fees and funds of the RDMLA;
2. supervision of the expenditure of funds of the RDMLA;
3. to borrow, raise or secure the repayment of money in such manner, and upon such terms and conditions as the Executive deems fit, and in particular by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of the RDMLA, provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a Special Resolution of the Members;
4. to approve all playoff schedules and formats;
5. to interpret and enforce the Bylaws, Policies, Rules and Regulations of the RMLL, ALA and CLA for the betterment of lacrosse in the RDMLA;
6. to recommend, draft and prepare changes to the Bylaws, for approval of the Members at the Annual General Meeting;
7. to impose and enforce appropriate penalties upon the Members, Lacrosse Teams, Players, Coaches, Officials or other persons for violations or breaches of the Bylaws, Policies, Rules and Regulations of the RMLL, ALA and the CLA, or for any violation or breach of a decision or ruling of the Board or Executive
8. to appoint those Executive members or Officers who are not elected pursuant to the Bylaws, and, from time to time, define the duties of Officers, and the Agents and employees of the RDMLA.
9. Subject only to those rights of appeal as provided for under the Rules and Regulations of the RMLL, ALA and the CLA, all decisions, rulings and interpretations of the Executive are final and binding upon the Members, Lacrosse Teams, Players, Officers, and Officials of the RDMLA.

6. No Remuneration - Executive members shall serve without remuneration.

7. Expenses - All members of the Executive or RDMLA Committees shall be entitled to reimbursement for their reasonable expenses incurred while engaged in business required by their duties. The Treasurer shall sign all expense claims to ensure their validity.

1. Disclosure of Interests in Contracts - Every Executive or Committee member who has, directly or indirectly, any interest in any contract or transaction to which the RDMLA is or is to be a party, shall declare his interest in such contract or transaction at a meeting of the Executive or Committee, as the case may be, and shall at that time disclose the nature and extent of such interest.
2. RDMLA Staff - Employees of the RDMLA may not be members of the Executive, without the consent of the Executive.
3. Indemnity of Officers - Except in respect of an action on behalf of the RDMLA to procure a judgment in its favour, the RDMLA shall indemnify an Executive or Committee member, and his heirs and legal representatives 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 an Executive or Committee member of the RDMLA, if:
4. he or she acted honestly and in good faith with a view to the best interests of the RDMLA, and;
5. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

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# Bylaw 7: Duties of Officers and Executive

1. President - The President, subject to the overall management and supervision of the Executive, shall be charged with the general management and supervision of the Executive and the affairs and operations of the RDMLA including, without limiting the generality of the foregoing, the following:

1. shall preside at and chair all meetings of the Members and the Executive,
2. shall represent the RDMLA at all RMLL and ALA meetings,
3. shall be an ex-officio member of all Committees,
4. shall call all meetings of the Executive to be held no less than once every three months and at such time and place as may be required from time to time to transact the business of the RDMLA,
5. shall have the power, on an emergent basis, to discipline any Player, Coach, Manager, Trainer or Lacrosse Team for unseemly conduct on or off the playing surface or for a breach of the Bylaws, Policies, Rules and Regulations, subject always to the right of Appeal to the Discipline/Appeals Committee as outlined in the Rules and Regulations of the RMLL,
6. shall have the power, on an emergent basis, to discipline a Member for any reason which, in the sole discretion of the President, is sufficient subject always to the right of Appeal to the Discipline/Appeals Committee as outlined in the Rules and Regulations of the RMLL.

The President shall not have a vote at meetings of Members, the Executive or Committees, but in the case of an equality of votes on any question, the President shall have the casting vote.

###### 2. Past President - The Past President shall act in any capacity as may be required by the President from time to time.

###### 3. Vice President - The Vice President shall,

* in the absence or inability of the President, assume the duties of the President and shall, in that event, have all the powers, authority and restrictions of the President;
* maintain a registry of all league awards, trophies and personnel recognition and ensure that all awards are presented annually.

######  Secretary - The Secretary shall:

* be the custodian of and responsible for preparing and recording all official RDMLA correspondence,
* attend and record the minutes of all official RDMLA meetings (Members, Executive and, as required, Committees) and distribute copies to members and/or Executive as required,
* follow Roberts Rules of Order, current edition,
* keep a record of all members of the association and their addresses,
* perform such other duties as designated by the President,
* maintain and update the Bylaws as required,
* schedule and arrange all meetings as requested,
* prepare the agendas, and
* notify the executive members of time and location one to two days prior to scheduled Executive meetings.

###### 5. Treasurer - The Treasurer shall:

* be the custodian of and responsible for all books and records of finances required to document the activities of the RDMLA pursuant to the requirements of the Societies Act.
* be a signing authority along with one of three other RDMLA Executive members.

###### 6. Registrar - The Registrar shall:

* be responsible for the registration of all teams, players and other team officials operating within the RDMLA.
* Maintain ongoing registry of players statistics, awards and suspensions.

###### 7. Tier Representative(s) - The Tier Representative(s) is accountable to and appointed by the Executive for a term of one year. The Tier Representative(s) shall:

* have the sole responsibility of liaison between their respective team and the Executive.
* represent their team at the RDMLA Executive and annual general meetings.
* ensure that all players are properly registered before appearing in any league sanctioned game
* ensure that funds collected for the issued cards are delivered to the treasurer.

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# Bylaw 8: Meetings

1. General meeting.

General meetings of the members will be held from time to time as decided by the Executive. It is necessary, however, that a minimum of seven (7) days notice be given.

2. Annual General meeting.

a) An annual general meeting of the members shall be held at the end of the playing season, not later than October 31 or forty (40) days prior to the ALA annual meeting, whichever is earlier, on a date set by the Chair.

b) A minimum of thirty (30) days notice must be given.

c) At every Annual Meeting, in addition to any other business that may be transacted, the following shall be in the order of business:

1. Roll call of member delegates,
2. Reading of minutes from the last Annual Meeting,
3. Business arising from minutes,
4. Chair’s report,
5. Treasurer’s Report, including Annual Financial Review as per Bylaw 13,
6. Reports of Committees,
7. Notices of Motion,
8. Appointments, in the following order: President, Vice President, Secretary, Treasurer, Registrar, Tier Representative(s),
9. Appointments of Committee Chairs,
10. New Business,
11. Adjournment.

3. Special Meetings

Other meetings of the Members (hereinafter called “Special Meetings”) shall be convened for any time and place in Alberta by a majority vote of the Executive. The Executive, upon receipt of a written request of a Special Meeting signed by four (4) Members in good standing, shall convene a Special Meeting within sixty (60) days of the receipt of the request. The order of business in 10.02(c) shall apply, with the necessary changes in points of detail.

4. 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 giving thirty (30) days prior notice of the scheduled meeting. The notice of the meeting shall be deemed to be good and effective if sent to the last known address of the Member postmarked, faxed or emailed thirty (30) days prior to the date of the meeting.

5. Quorum

A majority of the attending members in good standing and present in person or by proxy shall form a quorum at the Annual, General or Special meetings of the RDMLA.

6. Right and Obligation to Vote at Members’ Meetings

At each meeting of the Members (Annual Meeting or Special Meeting) the voting rights are as follows:

1. Each Member, in good standing, shall have one vote only.
2. Each such person shall vote on every motion unless excused by resolution of the Meeting or, unless disqualified by reason of conflict of interest as defined in Bylaw 8.3.(l), in which case that person shall not vote.
3. A tie vote is a defeated vote.

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# Bylaw 9: Rules and Regulations

1. The Executive may, from time to time, pass rules and regulations for the betterment of Lacrosse in the RDMLA, including, without limiting the foregoing, the better government, organization and administration of Lacrosse as the Executive, in its sole and absolute discretion may consider desirable.

1. Each Member, Lacrosse Team, Player, Coach, Manager and Official shall be governed by the Rules and Regulations as published from time to time by the RMLL.
2. The RDMLA is a member of the RMLL, ALA and CLA and subject to the Constitution, Bylaws, Rules and Regulations of the RMLL, ALA and the CLA.

# Bylaw 10: Fiscal Year and Financial Review

1. Fiscal Year - The fiscal year of the RDMLA shall commence on the 1st day of October of every year to and including the 30th day of September of the following year.

2. Annual Financial Review

1. The books and financial records of the RDMLA shall be reviewed annually.
2. Two reviewers will be elected by the members of the association at the annual general meeting for this purpose.
3. The Reviewers shall make such examination of the books, records and affairs of the RDMLA as will enable him or her to report to the Members.
4. The Reviewers shall report to the Members at the Annual Meeting regarding the Financial Statement of the RDMLA and shall state in the report whether in his or her opinion the Financial Statement presents fairly the financial position of the RDMLA and the results of its operations for the period under review, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.
5. The Reviewers shall have access at all times to all records, documents, books, accounts and vouchers of the RDMLA and is entitled to require from the Executive and Officers such information and explanations as may be necessary for the performance of his or her duties as the Reviewer.
6. Inspection of Records - The Members have the right to inspect the books and records of the RDMLA. The Members also have the right to obtain copies, at their expense, of the books and records of the RDMLA. The records may be inspected by making arrangements with the President, the Secretary, or the Treasurer to inspect them at a mutually agreeable place. The RDMLA shall produce the books and records for inspection within a reasonable time after being requested by the Member to do so.
7. Dissolution – Upon dissolution of the RDMLA, any assets remaining after paying debts and liabilities are to be:
8. disbursed to eligible charitable or religious groups or purposes, or
9. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Executive.

Submitted by:

Executive

Red Deer Major Lacrosse Association

January 8, 2004

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| Signature: | Address (including postal code)37 Crawford StreetRed Deer, AB T4P 2G4 |
| Print Name: Chris Davis (President) |
| Signature: | Address (including postal code)41 Rupert CrescentRed Deer, AB T4P 2Y9 |
| Print Name: Jan Kirkaldy (Vice President) |
| Signature: | Address (including postal code)12 Archer DriveRed Deer, AB T4R 2V1 |
| Print Name: Ed Flett (Treasurer) |
| Print Name: Elaine Kachor (Senior Representative) |
| Signature: | Address (including postal code)142 Rupert CrescentRed Deer, AB T4P 2Z1 |
| Print Name: Steve Howard (Junior Representative) |
|  |  |
| **WITNESS**:Signature: | Address (including postal code)28 Marion CrescentRed Deer, AB T4R 1N2 |
| Print Name: Darlene Albrecht |