



1. Definitions

1.1. In these Bylaws, unless the context otherwise requires:

- a) “**Address of the Society**” refers to the address of the Society as filed from time to time with the Registrar of Companies;
- b) “**Annual General Meeting**” (AGM) means the required annual meeting of the members of the Society;
- c) “**Association**” is the Shuswap Minor Lacrosse Association (SMLA);
- d) “**Appointed Positions**” – are individuals appointed by the elected Directors to fulfill an operational duty of the Association.
- e) “**BCLA**” is the British Columbia Lacrosse Association;
- f) “**Board**” refers to the Executive, also known as “Executive Committee”, of the Shuswap Minor Lacrosse Association and is comprised of both the elected Directors and appointed positions;
- g) “**Box Lacrosse**” refers to the game of lacrosse played within an indoor or outdoor arena box setting;
- h) “**Bylaws**” means the Bylaws of the Society as contained in this document, and as may be subsequently, amended , altered or replaced in accordance with the Society Act and filed with the Office of the Registrar of Companies;
- i) “**Constitution**” means the constitution of the Society as filed with the Office of the Registrar of Companies;
- j) “**Directors**” means the elected officers of the Association, and a “**Director**” means any one of them;
- k) “**Executive Committee**” refers to the Executive, also known as “Board”, of the Shuswap Minor Lacrosse Association and is comprised of both the elected Directors and appointed positions;
- l) “**Extraordinary General Meeting**” refers to any meeting of the membership, outside of the AGM;
- m) “**Field Lacrosse**” refers to the game of lacrosse played within a field setting;
- n) “**IFLC**” refers to the Interior Field Lacrosse Commission, responsible for minor field lacrosse in our zone;
- o) “**In writing**” includes, but is not limited to, a written or typed consent, communication or notice given by electronic mail, facsimile transmission or other electronically produced means (including a photo scanned copy of an original document) and a consent, communication or notice as executed, given and/or received by the requisite person(s) in such manner shall be legally binding and effective as if an original, manually executed consent, communication or notice in writing was presented in lieu of such written or typed consent, communication or notice executed, given and/or



- received by electronic mail, facsimile transmission or other electronically produced means (including a photo scanned copy);
- p) “**Income Tax Act**” refers to the Income Tax Act (Canada), as amended or replaced from time to time;
 - q) “**Lacrosse**” refers to the game of lacrosse either played in the box or field setting, unless specifically referenced;
 - r) “**Life Member**” refers to the honour bestowed upon a member for outstanding and meritorious service to the Association. Individuals may be nominated by the Executive and subsequently elected by unanimous vote of the members present at any Annual General Meeting to become Life Members.
 - s) “**Ordinary Resolution**” refers to a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those who are present and entitled to vote in respect of such resolution
 - t) “**Registered Address**” of a member means their address as recorded in the register of members;
 - u) “**Registrar of Companies**” refers to the Registrar of Companies of the Province of British Columbia;
 - v) “**Shuswap**” refers to the geographic area in the Shuswap region of the Province of British Columbia, Canada, defined in the Thompson Okanagan Minor Box Lacrosse Commission (TOMBLC) and Interior Field Lacrosse Commission (IFLC) commonly known as the boundaries for School District 83, excluding Armstrong. Without limiting the generality of the foregoing, Shuswap includes the communities commonly known as Salmon Arm, Sicamous, Sorrento, Blind Bay and Enderby.
 - w) “**SMLA**” refers to the Shuswap Minor Lacrosse Association
 - x) “**Society**” refers to the Shuswap Minor Lacrosse Association;
 - y) “**Societies Act**” means the Societies Act of the Province of British Columbia;
 - z) “**Special Resolution**” refers to certain resolutions passed at a General Meeting that requires seventy-five (75) percent of the votes cast by those who are present and entitled to vote in respect of such resolution;
 - aa) “**TOMBLC**” refers to the Thompson Okanagan Minor Box Lacrosse Commission, with responsibility for minor box lacrosse in our zone.



- 1.2. Except where they conflict with the definitions contained in these Bylaws, the definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws and the constitution.
- 1.3. For the purposes of these Bylaws, if there is any question as to the meaning, interpretation or application of the terms “family” or “per family” in any circumstance arising with respect to these Bylaws, then the question may be submitted to the Board by any member and the decision of the Board acting reasonably and in good faith will govern.

2. Affiliation

- 2.1. The Association shall maintain affiliation with the British Columbia Lacrosse Association (BCLA), the Thompson Okanagan Minor Box Lacrosse Commission (TOMBLC), and the Interior Field Lacrosse Commission (IFLC), and shall observe all laws, rules and regulations by which those Associations are governed.

3. Membership

- 3.1. The members of the Association are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 3.2. Every member shall uphold the constitution and comply with these Bylaws.
- 3.3. A person shall cease to be a member of the Association:
 - a) By delivering their resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
 - b) On their death;
 - c) On being expelled; or
 - d) Upon dissolution of the Society; or
 - e) On having been a member not in good standing for twelve (12) consecutive months.



- 3.4. All members are in good standing except a member who has failed to pay their current annual box or field lacrosse membership fee or any other subscription or debt due and owing by them to the Association and they are not in good standing so long as the debt remains unpaid.
- 3.5. A member may be suspended by the members passed at a General Meeting:
- a) Any member who fails to abide by the Constitution and Bylaws or any rules or regulations made pursuant thereto, may be suspended by a two thirds vote at an Executive Meeting, so long as there is a quorum in attendance.
 - b) While under suspension a member will not be allowed to participate in any league games or playoffs.
- 3.6. A member may be expelled by a special resolution of the members passed at a General Meeting:
- a) The notice of the special resolution for expulsion shall be accompanied by a brief statement at the meeting.
 - b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
 - c) Then in that event the said member shall stand suspended from membership in the Society upon such terms and conditions as the Board determines acting reasonably and in good faith (including but not limited to restriction or prohibition from access to facilities or participation in lacrosse programs or related activities) pending appeal to the members at the next duly convened general meeting of the members of the Society and at such meeting the members may determine by special resolution whether to revoke, vary or continue the terms or conditions of the member's suspension or expel the member.
 - d) A member who withdraws or is expelled from membership in the Society pursuant to these Bylaws shall forthwith forfeit all rights, benefits, claims, interests, or entitlements arising from or in any way connected to membership in the Society.



3.7. There are three levels of membership in the Association: Playing Member, Voting Member, and Non-Voting Member:

3.7.1. Playing Member

- a) Registered with the Association Registrar;
- b) The annual registration fees in the current box and/or field lacrosse season having been paid;
- c) Must either:
 - Reside within the catchment area of the Shuswap; or
 - Reside outside of the catchment area of the Shuswap but is eligible to register with SMLA as determined by the BCLA.

3.7.2. Voting Member

- a) Parent or Guardian of at least one member registered with the Society. Only one member per playing member(s) family may be a voting member at any given meeting. Playing member(s) family is defined as Mother, Father, and all guardians;
- b) Any non-parent coach, non-parent bench staff, trainer, manager or official of the Association as registered with the BCLA;
- c) All persons elected or appointed by the Association;
- d) Must be:
 - In good standing; and
 - Eighteen (18) years of age or over.

3.7.3. Non-Voting Associate Member

- a) Any person not meeting the requirement for a Voting Member, may become a Non-Voting Member upon sponsorship of two Voting Members and acceptance by the Executive Committee; or
- b) Any player registered to play in any above Minor Lacrosse Division, as determined by the BCLA Directorates, and wishing to affiliate with the Association; or
- c) Any coach, assistant coach, trainer, manager or official of the Association under the age of eighteen (18); or
- d) Any SMLA Life Member that is not otherwise eligible to be a Voting Member.



4. Registration and Fees

- 4.1. All playing members are to be registered according to the current BCLA policy.
- 4.2. Registration fees for playing members shall be fixed by the Executive Committee.
- 4.3. Sponsorship fees shall be fixed annually by the Executive Committee.

5. General Meetings

- 5.1. Every meeting, other than an Annual General Meeting (AGM), is considered an Extraordinary General Meeting.
- 5.2. The General Meeting of the Society shall be held at such time and place, in accordance with the Society Act, as the Board shall decide.
- 5.3. The Directors will convene a General Meeting as they see fit:
 - a) Notice of a General Meeting shall be given two weeks in advance, specify the place, day, and hour of the meeting, and the general nature of that business.
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 5.4. The order of business at a General Meeting is as follows:
 - a) Determine if there is a quorum;
 - b) Approve the agenda;
 - c) Approve the minutes from the previous General Meeting;
 - d) Deal with the unfinished business from the last General Meeting; and
 - e) New business.
- 5.5. The President, or designate by the President, shall Chair all meetings of the Executive Committee, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed to hold the meeting, the Vice President shall act as Chair; but if neither is present the remainder of the Executive Committee present may choose one of their number to be Chair at that meeting.



- 5.6. If the person presiding as Chair of a meeting of the Board wants to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or portion thereof, upon the consent of a majority of the Directors present at such meeting.
- 5.7. No resolution proposed at a General Meeting need be seconded.
- 5.8. The Chair of a General Meeting may move or propose a resolution.
- 5.9. If the Secretary is absent from any General Meeting, the Directors present shall appoint another person to act as secretary at that meeting.
- 5.10. The President shall not have a casting vote except in the event of an equality of votes being the only vote they are entitled to as a member.
- 5.11. Only those members who have been members for a period of at least thirty (30) days prior to the date on which a general meeting of the members of the Society is held are eligible to vote at that General Meeting
- 5.12. Any issue at a General Meeting which is not required by these Bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 5.13. Voting at General Meetings shall be by show of hands or voice vote recorded by the Secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 5.14. Each voting member in good standing present at an Annual General Meeting or General Meeting of members is entitled to one vote. Voting by proxy is not permitted.
- 5.15. Adjournment by Chair
- a) The Chair of the General Meeting may, or if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.



- b) When a General Meeting is adjourned for 30 days or more notice of the continuation of the adjourned meeting must be given.

5.16. Quorum

- a) No business, other than the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time a quorum is not present.
- b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c) Quorum at a General Meeting requires six (6) members of the Executive Committee, with at least three (3) of those being Directors.
- d) If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present and entitled to vote shall constitute a quorum.

6. Annual General Meetings

6.1. An Annual General Meeting (AGM) of the Society shall be held at least once in every calendar year and within fifteen (15) months of the last Annual General Meeting, and within nine (9) months of December 31st.

6.2. At an Annual General Meeting, the following business is ordinary business:

- a) Adoption of rules of order;
- b) Consideration of any financial statements of the society presented to the meeting;
- c) Consideration of the reports, if any, of the Executive
- d) Election of Executive members and appointment of Board members; and
- e) Business arising out of a report of the Board not requiring the passing of a special resolution.



- 6.3. A notice of an Annual General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasonable judgement concerning that business.
- 6.4. The election of Directors will take place at the Annual General Meeting. The following qualifications are required of Directors. A Director must be an individual member who:
- a) Is at least age eighteen (18);
 - b) Has not been found to be incapable of managing their own affairs by any court in Canada or elsewhere;
 - c) Has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud unless:
 - o the court orders otherwise;
 - o Five (5) years have elapsed since the last to occur of the end of the period set for suspension of the passing of a sentence without a sentence having been passed; the imposition of a fine; the end of the term of imprisonment; and the end of the term of any probation, or a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act of Canada and the pardon or record suspension has not been revoked or ceased to have effect;
 - d) Has agreed in writing to serve on the Board as a Director; and
 - e) Is elected or appointed in accordance with these Bylaws.
- 6.5. The election of the Directors shall be conducted as follows:
- a) At least one month before the Annual General Meeting, under the direction of the President, the Executive Committee shall appoint a nominating committee of three (3) members, eighteen (18) years or older. It shall be the responsibility of this committee to prepare and present a list of nominees, for each elected office.
 - b) Further nominees may be made from the floor. The nominees if not present at the meeting must have previously provided written assurance that they will stand for office.
 - c) The President shall appoint two scrutineers from the floor to conduct the election of officers.



- d) Elections shall be done by an appropriate voting system agreed to by the Executive Committee.
- e) Separate elections shall be held for each Directors position to be filled.
- f) If no successor is elected the person previously elected or appointed continues to hold office. The members may by special resolution, remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

6.6. Terms of office for the Directors of the Association:

- a) Each Director shall serve two (2) years;
- b) President and Registrar to be elected on even number years (starting 2024 for a two-year term); and
- c) Vice President, Secretary, and Treasurer to be elected on odd number years. (starting 2025 for a two-year term)

6.7. If due to a delay in holding an annual general meeting, adjournments or any other reason or cause whatsoever, elections have not been held for the positions of directors whose terms in office would otherwise have expired, then the elections for those positions will be carried forward until a general meeting of the Society (or any adjournment thereof) is held and in that event all necessary adjustments to the terms of the positions of the directors will be made.

6.8. All elected Directors are expected to attend the Annual General Meeting. Exceptions to be granted with permission from the President.

6.9. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

6.10. Whenever, in the judgment of the Directors of the Executive, the best interests of the organization will be served, any Executive member may be removed from office by the affirmative vote of two-thirds of the Directors of the Executive.

6.11. Any Director may resign at any time by delivering a written resignation to the President or the Secretary.



- 6.12. In the event of a vacancy, resignation of position, or removal of an Executive member, a replacement for the remainder of the term, only if deemed necessary by the Executive Committee, shall be selected by two-thirds majority vote of the Executive Committee.
- 6.13. Directors must not be remunerated for being or acting as a Board member. Upon approval of the Board, a Director may be reimbursed for reasonable expenses while engaged in the affairs of the Association.
- 6.14. A person shall automatically cease to be a director of the Society:
- a) upon the later of the date resignation in writing is delivered to the Secretary of the Society or to the address of the Society, and the effective date of the resignation stated therein; or
 - b) upon their death; or
 - c) upon being removed by a special resolution; or
 - d) upon the election of such person's successor at the next annual general meeting (unless such director is re-appointed at such meeting).

7. Notices

- 7.1. A notice may be given to a member in writing either personally, by mail to their registered address, or by email on record.
- 7.2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 7.3. Notice of a General Meeting will be emailed to every member shown on the register of members; as well as posted on the Association website and Association social media pages. Notice shall also be provided to the auditor (if any). No other person is entitled to be given notice of a General Meeting.



8. Executive Committee

8.1. The Executive Committee, or Board, is comprised of elected Directors and appointed positions.

8.1.1. The number of **Elected Directors** shall be five (5), as follows:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Registrar

8.1.2. **Appointed Positions** as follows:

- f) Head Scheduler
- g) Head Coach
- h) Head Referee
- i) Equipment Coordinator
- j) Event/Media Coordinator
- k) Past President

8.2. Elected Directors positions can only be modified during the Annual General Meeting, by special resolution.

8.3. Appointed positions can be modified as required, and as determined by the Executive Committee during an Executive Committee Meeting.

8.4. Terms of office for the appointed positions of the Executive Committee shall be for a period of one year. The term of the year is from the initial AGM to the following AGM.

8.5. Appointed positions should be selected by the Directors within three (3) months of the Annual General Meeting.

8.6. The duties of the appointed positions of the Executive Committee will cover the span of both Box Lacrosse and Field Lacrosse seasons.



- 8.7. Each member of the Executive Committee is responsible to the President. The President shall be responsible to the general membership of the Association.
- 8.8. A Director may serve only in one Director position at any one time, with the exception of the positions of Secretary and Treasurer may be filled by a single person.
- 8.9. Any rule superseding a current decision by the Executive Committee, shall not be overturned or deemed invalid.
- 8.10. In addition to various powers, duties and authorities herein conferred upon them, the Executive Committee shall have the following powers and authority:
- to deal with protests and complaints;
 - to suspend or expel members for willful violation of the Association's objectives;
 - to cancel certificates of registration for cause; and
 - to deal with every application of transfer.
 - The property and the affairs of the Society shall be managed by the Executive Committee.
- 8.11. No Executive Committee member shall be remunerated for being or acting as an Executive Committee member. An Executive Committee member or Association representative shall be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, with the approval of the Executive Committee.
- 8.12. The Executive has the authority to carry out its responsibilities within the allotted budget and with due consideration to all requests for action passed at the AGM or any General Meeting.
- 8.13. The Executive may from time to time authorize the employment of other persons deemed necessary to carry out the objects of the Association.
- 8.14. In the event of sickness, or the inability to act, of any member of the Executive, or persons appointed by them, or in the event of neglect of duties by any such persons a) the person affected can be removed from office upon a majority (51%) vote of the officers at an Executive meeting held for that purpose b) the



person affected shall be given reasonable notice of the Executive meeting, unless conditions make it impracticable, and shall have the right to speak to the Executive at this meeting c) the person affected may request the matter be placed on the agenda of the next AGM or Special Meeting where the decision of the Executive may be ratified or rescinded.

9. Duties of the Executive Committee

9.1. General Duties of the Executive Committee

- a) Attend all SMLA meetings, inclusive of General Meetings and Board Meetings.
- b) Check SMLA Executive Committee communications on a regular basis - including exchanges by phone, email, text message, or group messaging - and respond in a timely manner.
- c) Provide progress updates to President where appropriate and inform the President as soon as possible if you are unable to complete an assigned task.
- d) Provide educational services to lacrosse in SMLA area.
- e) Provide promotional services to lacrosse in SMLA area.
- f) Maintain pride, respect and integrity in all facets of the operations of SMLA.

9.2. Duties of the President:

- a) Provides overall direction of the SMLA.
- b) Oversee the preparation of the annual budget and financial statements.
- c) Maintain signing authority, along with the Treasurer.
- d) Attend or appoint designates to attend BCLA and TOMBLC meetings.
- e) Uphold SMLA, BCLA and TOMBLC rules and policies.
- f) Maintain power to suspend any team, player, team official, parent/guardian and other members for unsportsmanlike conduct on or off the floor, abusive language to volunteers or officials or to comply with the SMLA Bylaws or policies pending a review of the incident by the Executive Committee
- g) Prepare the report for the AGM.
- h) Oversee the performance of all Board members.
- i) Maintain hosting agreement for web pages.
- j) Responsible for the development and maintenance of the programs of the Association
- k) Communicate and prepare team awards for the Annual General Meeting



9.3. Duties of the Vice President:

- a) Carry out the duties of the President during the absence of President:
- b) Assume the role of President if the President shall resign or not be able to carry on for any reason.
- c) Act in the capacity of mediator or troubleshoot potential issues with teams, parents and coaches.
- d) Ensure that all coaches, managers, or other volunteers of the SMLA who occasionally may have to have unsupervised contact with players have a current Criminal Record Check on file.
- e) To take the lead on the Association's sponsorship program and where required form a sponsorship committee
- f) Act as a liaison between the SMLA Board and any active SMLA sponsorship committee.
- g) Maintain backup signing authority - to only be used in the event President, Treasurer, or Secretary are unavailable to sign.
- h) Ensure all injury reports have been filed to BCLA in a timely fashion.
- i) To keep a mail key to the SMLA PO box and regularly collect mail for the Association or delegate this task if unable to do so.

9.4. Duties of the Secretary:

- a) Record and ensure the accuracy of the minutes of all meetings, including the Annual General Meeting and other special meetings.
- b) Distribute meeting minutes to all Board members within two (2) weeks of a meeting.
- c) Send out issuance of notices of meetings of the Society, the Board, and any Advisory Council.
- d) Maintain custody of all records and documents of the Society, except those required to be kept by the Treasurer; and ensuring all digital documents are being backed up on a regular basis.
- e) Maintain backup signing authority - to only be used in the event President or Treasurer are unavailable to sign.
- f) Assist where required with other document creation and transmittal (i.e. sponsorship thank-you letters, newsletters, bulletins).



9.5. Duties of the Treasurer:

- a) Oversee the financial administration of the organization, review procedures and financial reporting, advise the Board on financial strategy.
- b) Ensure that all funds received in the name of the Association are deposited into accounts held at a financial institution.
- c) Maintain signing authority, along with the President.
- d) Present financial statements to the SMLA members at monthly Association meetings.
- e) Present financial report at Annual General Meeting.
- f) Provide suggestions to the Board on financial matters and budgeting.
- g) Apply for Gaming Grant monies on behalf of SMLA.
- h) Complete all relevant summary event reports and year end summary reports.
- i) Apply for all Association event gaming licenses.
- j) Ensure all teams are adhering to Gaming guidelines.
- k) Assist team applications for various licenses, including 50/50 draws, raffles, etc.
- l) Keep a copy of all financial records, reports and returns including books of account, as are necessary to comply with the Society Act and the Income Tax Act (Canada).

9.6. Duties of the Registrar:

- a) Maintain the register or members.
- b) Be responsible for the annual registration of all playing members, teams, coaches, and officials with the BCLA.
- c) Work closely with the Treasurer and advise of any refunds to be made.
- d) Process late registrations and withdrawals/refunds.
- e) Complete and submit Form 100B to BCLA.
- f) Collect declaration forms for teams declaring for provincials and submit to BCLA.

9.7. Duties of the Head Scheduler:

- a) Coordinate a meeting with all team managers at the beginning of the season to communicate policies and guidelines.
- b) Attend scheduling meeting with TOMBLC to determine league schedule.
- c) Act as a liaison between the SMLA Board and team managers.
- d) Where required form a tournament committee.



- e) Act as a liaison between the SMLA Board and any active SMLA tournament committee.
- f) Coordinate team photos.
- g) Communicate via emails and meetings throughout the season with team managers for updates and changes.
- h) Plan and organize all practice floor times.
- i) Ensure that Head Coach and Head Referee receive copies of league schedules.
- j) Allocate practice times on an equitable basis.
- k) Standardize practice times to ensure maximum use of facilities.
- l) Duties includes referee allocation.
 - Ensure that referees are allocated for all the Association's playing commitments.
 - Ensure that officials are paid for games and travel as required.

9.8. Duties of the Head Coach:

- a) Develop and present on floor programs and establish team play guidelines. This includes ensuring age/skill level appropriate activities.
- b) Ensure coaches are aware of upcoming coaching clinics and register accordingly.
- c) Hold Coaches meetings.
- d) Prepare a list of persons recommended to coach teams in the Association and submit this list to the SMLA Board for ratification prior to commencement of league play for all teams.
- e) Assist with player evaluations.
- f) Conduct training programs to meet the timekeeping and score-keeping requirements of all home games of the Association.
- g) Liaise with the SMLA Board on behalf of coaches.
- h) Prepare report for Annual General Meeting
- i) Collect a copy of all team emergency action plans.
- j) Ensures the facilities being used by the SMLA are in good working order.

9.9. Duties of the Head Referee:

- a) Advise of any referee concerns or issues at Executive Committee meetings
- b) Institute and supervise referee's clinics and continuous training program.
- c) Ensure frequent supervision and instruction of officials in game situations.
- d) Support officials both on and off the floor.



9.10. Duties of the Equipment Coordinator:

- a) Inventory equipment and maintain ledger.
- b) Ensure appropriate storage during winter months.
- c) Distribute goalie gear to individuals and obtain rental charge.
- d) Distribute and collect balls and goalie gear pre and post season.
- e) Ensure equipment is cleaned, repaired and/or replaced as necessary.
- f) Ensure arenas/playing surfaces are ready for start of season, i.e. shot clocks set up, remotes working, goalie nets are in good working condition.
- g) Coordinate between team managers and Association to ensure all teams have correct number of jerseys that are in good condition.
- h) Ensure storage for all team jerseys are antiquated during and end of the season.
- i) Ensure that all jerseys are clear of holes, snags, and stains.
- j) Maintain a working inventory of all jerseys in storage and with teams.
- k) Assist with future planning and ordering of jerseys, pinnies, and shorts.
- l) Bring to the attention of the SMLA Board any players who damaged or did not return their jerseys.

9.11. Duties of the Event/Media Coordinator:

- a) Ensure any fundraising activities taking place during a tournament are approved by the SMLA Board to ensure that appropriate application and gaming requirements are met.
- b) Responsible for coordinating SMLA events: camps, demonstrations, etc.
- c) Responsible for organizing fundraising events.
- d) Assume a lead role in updating the SMLA website.
- e) Receive information from Board members and post it to website in timely manner.
- f) Keep web calendar of activities current and relevant.
- g) Where required form an event committee.
- h) Act as a liaison between the SMLA Board and any active SMLA event committee.
- i) Backup content of web pages on a regular schedule.
- j) Provide graphic support materials for Board members where applicable.
- k) Promote SMLA and the sport of lacrosse via social media year-round.
- l) Promote all SMLA hosted tournaments and events.
- m) Promote SMLA Lacrosse – register for community events and look for other advertising opportunities within the community.



9.12. Duties of the Past President:

- a) The immediate past President may be appointed as needed to perform duties and carry out responsibilities allocated or set by the current President, or any other Director as required in an advisory role.

10. Executive Committee Meetings

10.1. The Executive Committee, which includes both elected Directors and appointed positions, may meet together, either in-person or virtually, at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- a) An Executive Committee Meeting requires five (5) days' notice of such meeting shall be sent in writing to each Board member.
- b) The Executive Committee may from time to time fix the quorum necessary to transact business, unless so fixed the quorum shall be three (3) voting elected Directors and three (3) appointed positions.
- c) The President, or designate by the President, shall Chair all meetings of the Executive Committee, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed to hold the meeting, the Vice President shall act as Chair; but if neither is present the remainder of the Executive Committee present may choose one of their number to be Chair at that meeting.
- d) If the person presiding as Chair of a meeting of the Board wants to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or portion thereof, upon the consent of a majority of the Directors present at such meeting.
- e) Executive Committee will meet on a monthly basis or at the call of three (3) directors or the President. Quorum must be present for the meeting to proceed.
- f) Only Executive Committee members present shall be entitled to vote. Voting by proxy is not permitted.

10.2. Association members may attend Executive Committee meetings. If confidential issues need to be discussed at an Executive Committee Meeting, members will be asked to leave the meeting.



- 10.3. No resolution proposed at an Executive Committee Meeting need be seconded.
- 10.4. If the Secretary is absent from any Executive Committee Meeting, the Directors present shall appoint another person to act as Secretary at that meeting.
- 10.5. Any issue at a meeting of the Board shall be decided by ordinary resolution.
- 10.6. The person chairing a meeting may only have one vote in the case of a tie.

11. Committees

- 11.1. The Executive Committee may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.
- 11.2. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act, or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.
- 11.3. The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a ordinary resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.



12. Powers

- 12.1. The Board shall have the power to make expenditures and loans, whether or not secured or interest bearing, for the purposes of furthering the purposes of the Society including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 12.2. The Board may take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements, and benefits for the purpose of furthering the purposes of the Society. The Board its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract, or property.
- 12.3. If the Board is required to invest funds on behalf of the Society, the Board shall not be limited to investments authorized for trustees found in Section 15 of the Trustee Act of British Columbia, but instead may make any investment available to a natural person of full capacity acting on his or her own behalf.
- 12.4. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of mortgages or debentures.
- 12.5. No mortgage or debenture shall be issued by the Society without the authorization of a special resolution.
- 12.6. The members may by ordinary resolution restrict the borrowing powers of the Board.



13. Books and Records

- 13.1. The fiscal year of the Association shall terminate on the 31st day of December in each year.
- 13.2. The office of the Association shall be located in the Province of British Columbia as determined by the Board of Directors. The books of account and records shall be kept at such place as determined by the Board and shall be open to inspection by the Executive at any time. If requested the Board will also facilitate the inspection of books and records by members within a reasonable. The Board shall see that all books and records of the Association required by the Bylaws of the Association, of any statute or law are regularly and properly kept.

14. Auditor

- 14.1. This part applies only where the Society is required or has resolved to have an auditor.
- 14.2. The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.
- 14.3. At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Society Act.
- 14.4. An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.
- 14.5. An auditor shall be promptly informed in writing of his appointment or removal.
- 14.6. No director or employee of the Society shall be auditor.
- 14.7. The auditor may attend general meetings.



15. Miscellaneous

- 15.1. **Inspection of Records** - The members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.
- 15.2. **Participation in Meetings** - Any meeting of the Board, the Advisory Council or any committee may also be held, or any director or member of the Advisory Council or the committee may participate in any meeting of the Board, the Advisory Council or any committee, by conference call, or similar communication equipment or device so long as all the directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.
- 15.3. **Rules Governing Notice Ordinary Resolutions** - The rules governing when notice is deemed to have been given set out in these Bylaws shall apply, with the necessary changes as the circumstances require, to determine when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 15.4. **Right to Become Member of other Society** - The Society shall have the right to subscribe to, become a member of and cooperate with any other foundation, society, corporation, or Association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 15.5. **Not a Reporting Society** - Subject to an order of the Registrar of Companies pursuant to the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".



- 15.6. **Branch Societies** - The Society may establish and maintain one or more branch societies with such powers (not exceeding the powers of the Society) that the Society may confer.
- 15.7. **Not a Subsidiary** - The Society shall be deemed not to be a subsidiary of any other society or corporation.
- 15.8. **Preparation and Custody of Minutes** - The executive shall ensure that all necessary books, minutes and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept. a) The books of account shall be kept at such a place in the province of British Columbia as the Executive sees fit, and shall at all times be open to inspection by the Executive. b) The Executive shall determine whether and to what extent and at what times, places and under what conditions or regulations the books, minutes or records, or any of them, of the Association shall be open to the inspection of members not being officers; no member not being an officer shall have the right of inspecting any account or document ,of the Association except as conferred by law or authorized by the Executive or by resolution of the members, whether previous notice thereof has been given or not.

16. Appeals

- 16.1. Appeals may be submitted to the Executive in writing not more than 14 days after receipt of a decision made by SMLA.

17. Operating Policy

- 17.1. SMLA will operate under the rules and regulations of the Canadian Lacrosse Association, BCLA, TOMBLC and IFLC as well as the SMLA Policy Manual. Should there be any discrepancies, SMLA will follow the BCLA's Policies and Procedures.
- 17.2. The Association shall ensure that an Operating Policy is available to all members of the Association.
- 17.3. The Operating Policies of the Association shall be determined by the Executive and reviewed annually for relativity and adequacy.



- 17.4. The Operating Policy of the BCLA shall also be made available to all members.

18. Indemnification

- 18.1. Subject to the provisions of the Society Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally negligent in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.
- 18.2. Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any Society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
- 18.3. The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation by the members at any annual general meeting or extraordinary general meeting called for the purpose of considering the same, and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or those Bylaws) shall be as valid and as binding upon the Society and upon all the members as though it has been approved, ratified and confirmed by every member of the Society.



- 18.4. Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the- acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.
- 18.5. Expenses incurred by any director or officer with respect to any claim, action, suit or proceeding may be reimbursed by the Society prior to the final disposition thereof, subject to such director or officer providing his or her undertaking, satisfactory in form and amount to the Board, to repay such amount if it is ultimately determined that he or she is not entitled to indemnification hereunder.
- 18.6. The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities, such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 18.7. The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
- 18.8. The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.



19. Bylaws

- 19.1. On being admitted to membership, each member is entitled to, and the Association shall give them, without charge, a copy of the constitution and Bylaws of the Association.
- 19.2. Amendments or alterations to the Constitution or any of the Bylaws of this Association may be made at any Annual General Meeting, or General Meeting of the Association, but only by a special resolution.
- 19.3. No such amendments shall be made unless carried by a vote of 75% of the members voting at an Annual General Meeting or an Extraordinary General Meeting.
- 19.4. Notice of any proposed amendment or alteration shall be given in writing to the Secretary at least 45 days prior to the date of the meeting at which such amendment is to be submitted and the Secretary shall cause such changes to be emailed to all members 30 days prior to the meeting.