



Governing Bylaws

October 25, 2009



Lethbridge Lacrosse Association Philosophy Statement

The Lethbridge Lacrosse Association is a not-for-profit amateur sport organization, created and governed by volunteers. Our primary mission is to organize and promote the game of lacrosse in Lethbridge and surrounding communities in Southern Alberta.

The Association has been founded upon the principles of Athlete Centered Coaching, as promoted by the Canadian Lacrosse Association. Athlete Centered Coaching means that the organization is designed to serve the needs of youth interested in playing the sport of lacrosse.

The programs of the Association create opportunities for fun, exercise, and skill development, based on the expressed desires of the athletes and not those of coaches or administrators. The Association promotes the best interests of the players through a commitment to sportsmanship and fair play and to the creation of a supportive learning environment that is free from harassment, abuse or intimidation.

All persons seeking membership in the Lethbridge Lacrosse Association shall be provided with a formal statement regarding the Association's athlete centered coaching policy and must agree to support this philosophy as a condition of participation in the activities of the Association.



Lethbridge Lacrosse Association Bylaws

Article 1 - Preamble

- 1.1 The name of the Society is the "Lethbridge Lacrosse Association" (herein referred to as the "Association").
- 1.2 This document constitutes the general Bylaws of the Association. These Bylaws govern the transactions and affairs of the Association.

Article 2 - Interpretation

2.1 Definitions

In these Bylaws, unless the context otherwise requires:

- 2.1.1 "Act" shall mean the *Societies Act*, R.S.A. 2000, c. S-14 as amended or any statute substituted for it;
- 2.1.2 "Annual General Meeting" shall mean the Annual General Meeting described in Article 4.1;
- 2.1.3 "Board" shall mean the Board of all of the Directors of the Association as described in Article 5.1;
- 2.1.4 "Bylaws" shall mean the Bylaws of the Association, as amended;
- 2.1.5 "Director" shall mean any person elected to the Board;
- 2.1.6 "Election Member" is the Member appointed pursuant to Article 5.2.1.
- 2.1.7 "Member" shall mean a Member of the Association who cannot vote at meetings of the Association, with the exception of the Annual General Meeting, and may only serve on positions appointed by resolution of the Board.
- 2.1.8 "Officer" shall mean a Member of the Association appointed by resolution by the Board to serve on the Board in a specific capacity. Officers do not have voting rights at meetings of the Board.

2.1.9 "Resolution" shall mean a vote that is won by a majority of Directors present at a meeting and entitled to vote;

2.1.10 "Special Meeting" shall mean the special meeting described in Article 4.2;

2.1.11 "Special Resolution" means a resolution passed:

- a) at a Meeting of which not less than twenty one days notice specifying the intention to propose the resolution has been duly given;
- b) by the vote of not less than 75% (3/4) of those Members who, if entitled to do so, vote in person.

2.2 Interpretation

2.2.1 Words indicating the singular number also include the plural, and vice versa.

2.2.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.

Article 3 – Membership

3.1 The following individuals may become Members of the Association:

- a) Lacrosse Players registered with the Association;
- b) A maximum of two parents or legal guardians of each player;
- c) Any non-parent coach, assistant coach or manager, officially registered with the Association, to a maximum of 4 persons per team; and
- d) Any Officer of the Association pursuant to Article 5.4.
- e) Any individual residing in the boundaries of Lethbridge Lacrosse who wishes to become a member may apply to the Board of Directors.

3.2 Members may serve on positions appointed by resolution of the Directors, including serving as Officers of the Association.

3.3 The Board approves membership of a new Member if:

- a) the Member applies to the Board to be officially registered with the Association; and
- b) the membership fees have been paid, or an arrangement pursuant to Article 6.9 has been made between the proposed Member and the Directors.

3.4 In each fiscal year, and at least two weeks before the Annual General Meeting, the amount of membership fees will be determined by resolution of the Directors. The membership fees becoming binding on the Association and its Members only when ratified by a majority of Members entitled to vote and present at the Annual General Meeting.

3.5 Suspension and Expulsion of Members

- 3.5.1 The Board, by a vote of 75% (3/4) of the Directors present at a Directors' meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, or expel the member from the membership, for one or more of the following reasons:
- a) the Member has failed to abide by the Bylaws of the Association;
 - b) the Member has been disloyal to the Association;
 - c) the Member has disrupted Meetings or functions of the Association;
 - d) the Member has done anything that causes harm to the Association;
 - e) the Member causes harm to the Association by failure to act; or
 - f) the Member has failed to pay monies owing to the Association.
- 3.5.2 The Member who is the subject of a suspension or expulsion hearing will, Fourteen (14) days before the Directors' Meeting, receive written notice of the Board's intention to consider suspension or expulsion.
- 3.5.3 The notice will state the reasons why suspension or expulsion is being considered.
- 3.5.4 The Member will have an opportunity to appear before the Board to address the possible suspension or expulsion.
- 3.5.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.5.6 The decision of the Board is final and binding on the parties.
- 3.5.7 An expelled Member is considered to have ceased being a Member.

3.6 Termination of Membership

- 3.6.1 A Member can withdraw from the Association by delivering notice of withdrawal to the Board.
- 3.6.2 The membership of a Member ends upon his death.
- 3.6.3 Although a Member may cease to be a Member, by death, resignation, expulsion or otherwise, that Member remains liable for any debts owing to the Association at the date of ceasing to be a Member.

3.7 Reinstatement of Members

A Member whose membership has ceased can apply in writing for reinstatement after one year. The Directors may permit the reinstatement by a vote of 75% (3/4) of the Directors present at a Directors' meeting called for that purpose.

3.8 Remuneration of Members

No Member will receive remuneration for services as a Member or member of a committee.

3.9 Voting of Members

3.9.1 At the Annual General Meeting and all Special Meetings, every non-special resolution will be decided by a majority of the votes of the Members present, eligible to vote, and voting in person. In case of an equality of votes, the resolution is defeated. Every resolution will be decided by a show of hands.

3.9.2 A declaration by the chair of the Meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Association, is proof of the outcome of the vote without proof as to the number or proportion of votes cast in favour of or against the resolution.

3.9.3 A Member cannot vote by proxy.

Article 4 – Meetings of the Members

4.1 The Annual General Meeting

4.1.1 The Association holds its Annual General Meeting no later than October 31 of each year. The Board determines the place, day, and time of the meeting.

4.1.2 At least thirty (30) days before the Annual General Meeting, the Association mails, by regular mail, email, or delivers a notice to each Member stating the date, time and place of the Annual General Meeting, and any business requiring a Special Resolution, or

4.1.3 At least thirty (30) days before the Annual General Meeting, the Association places a notice or advertisement in a newspaper published in Lethbridge, Alberta stating the date, time and place of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.4 The order of business at the Annual General Meeting may include, but is not limited to:

- a) roll call of the Members;
- b) adopting the minutes of the last Annual General Meeting;

- c) business arising from the minutes of the last Annual General Meeting;
- d) President's report;
- e) Treasurer's report;
- f) reports of Committees;
- g) Notices of Motion;
- h) new business;
- i) prescribing the amount of fees required for membership;
- j) approving the Association's finances;
- k) electing the Directors;
- l) adopting any required changes to the Bylaws;
- m) adjournment

4.1.5 Quorum

Attendance by 10 Members at the Annual General Meeting shall constitute quorum.

4.1.6 Failure to Reach Quorum

The President cancels the Meeting if a quorum is not present within one half-hour after the set time for the Meeting. If cancelled, the Meeting must be rescheduled to take place within twenty-one (21) days. If, at the second scheduling of the Meeting, a quorum is not present within one half-hour of the set time for the Meeting, the meeting will proceed with the Members in attendance.

4.2 Special Meetings

4.2.1 A Special Meeting may be called at any time:

- a) by a resolution of the Board to that effect; or
- b) on the written request of at least $\frac{1}{4}$ (one quarter) of the Members. The request must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting.

4.2.2 At least twenty-one (21) days before a Special Meeting, the Association mails, by regular mail, email, or delivers a notice to each Member stating the place, date and time of the Special Meeting, or

4.2.3 At least twenty-one (21) days before a Special Meeting, the Association places a notice or advertisement in a newspaper published in Lethbridge, Alberta stating the date, time and place of the Special Meeting.

4.2.4 Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.5 Quorum

Attendance by 10 Members at the a Special Meeting shall constitute quorum.

4.2.6 Failure to Reach Quorum

The President cancels the Meeting if a quorum is not present within one half-hour after the set time for the Meeting. If cancelled, the Meeting must be rescheduled to take place within twenty-one (21) days. If, at the second scheduling of the Meeting, a quorum is not present within one half-hour of the set time for the Meeting, the meeting will proceed with the Members in attendance.

4.3 Proceedings at the Annual General Meeting or Special Meetings

4.3.1 The President chairs every meeting of the Association. In the absence of the President, the Vice-President of the Association will chair the Meeting.

4.3.2 If neither the President nor the Vice President is present within one half-hour after the set time for the Meeting, the Directors present at the Meeting must choose one of the Directors to chair the Meeting.

4.3.3 Adjournment

The Director who chairs the Meeting may adjourn the Meeting by requesting a motion for adjournment.

4.4 Directors' Meetings

4.4.1 The President or any four Directors may call meetings of the Directors and determine at which place, at which time, and on which day the meeting will be held, by issuing a notice of meeting to the Directors at least 48 hours (excluding part of a Sunday or holiday) before the proposed meeting.

4.4.2 The notice of meeting must state the nature of business to be conducted at the Directors' meeting.

4.4.3 Directors may waive their right to notice of a meeting.

4.4.4 Directors may not vote on any question in which they have a pecuniary interest, or where a question directly affects the placement or discipline of a player or Member to whom they are directly related.

4.4.5 50% +1 of the Directors in good standing, eligible to vote, and present in person or by proxy shall form a quorum for any meeting of the Directors.

4.5 Voting at Director's Meetings

4.5.1 Every Director is entitled to one (1) vote for each issue and resolution. A vote shall be by show of hands unless two Directors entitled to vote request a

ballot, in which case the vote shall be carried out by ballot.

4.5.2 In the case of a tie vote, the President casts the deciding vote.

4.5.3 A Director may vote by proxy.

4.5.4 Every issue and resolution that does not require a Special Resolution is decided by a majority of the votes.

4.5.5 The President declares a resolution carried or lost.

4.5.6 The President's decision regarding any dispute shall be final.

4.6 Failure to Give Notice of Meeting

Any action taken at a Meeting shall not be deemed invalid due to:

- a) accidental omission to give any notice to any Director;
- b) any Director not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

4.7 Remuneration of Directors

The Directors will receive no remuneration for acting as Directors.

4.8 Removal of Directors

The office of a Director will be vacated before the expiration of the Director's term of office:

- a) if she/he resigns office by giving written notice to the President;
- b) if she/he has been absent, without notice to the Board, from three consecutive meetings or three-quarters of the meetings of the Board;
- c) upon a resolution determining that, the conduct of a Director is improper, unbecoming or likely to endanger the interest or reputation of the Association, passed by a majority vote of the Members present and voting at a duly called Special Meeting. Such decision is final. No Director will be removed without being notified in writing of the charge or complaint and advised of his or her right to be heard by the Members at a Special Meeting.

Article 5 – Management

5.1 The Board of Directors

5.1.1 The Board governs and manages the affairs of the Association.

5.1.2 All Directors must be Members of the Association.

5.1.3 Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the Act. The powers and duties of the Board include:

- a) Promoting the objectives and philosophy of the Association;
- b) Promoting membership in the Association;
- c) Approving an annual budget for the Association;
- d) Paying all expenses for operating and managing the Association;
- e) Paying persons for services and protecting persons from debts of the Association;
- f) Investing any extra monies;
- g) Financing the operations of the Association, and borrowing or raising monies;
- h) Making policies for managing and operating the Association;
- i) Approving all contracts for the Association;
- j) Maintaining all accounts and financial records for the Association;
- k) Appointing legal counsel as necessary;
- l) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- m) Creating Committees or sub-Committees, and naming any member to a Committee or sub-Committee;
- n) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Officers or other parties as the Board determines appropriate.

5.1.4 Composition of the Board

The Board consists of the following eleven (11) Directors elected at the Annual General Meeting:

- a) The President;
- b) The Past-President;
- c) The Vice-President;
- d) The Secretary;
- e) The Treasurer;
- f) The Director of Officials;
- g) The Director of Tournaments;
- h) The Director of Coaching and Player Development;
- i) The Director of Sponsorship;
- j) The Director of Major Lacrosse; and
- k) One Director-at-Large.

5.2 Election of Board of Directors

- 5.2.1 Thirty (30) days prior to the Annual General Meeting, the Directors, by resolution, will appoint a Member who is not a Director to conduct the election of Directors at the Annual General Meeting. This Member is referred to as the Election Member.
- 5.2.2 A Member must be nominated and seconded in order for a position that will be filled by election at the Annual General Meeting.
- 5.2.3 Any position for which more than one Member has been nominated will be elected by majority vote of the Members at the Annual General Meeting.
- 5.2.4 Any position, where only one Member has been nominated, will be appointed by acclamation unless the Members present at the meeting pass a Motion by majority vote that the position will not be filled by that Member. The position will then remain vacant until filled by the Directors at a future meeting of the Directors pursuant to Article 5.2.8.
- 5.2.5 The Members are entitled to vote and elect the President, Vice-President, Secretary, Treasurer, Director of Officials, Director of Tournaments, Director of Coaching and Player Development, Director of Sponsorship and two Members at Large at the Annual General Meeting.
- 5.2.6 Each Director serves for a term of two years.
- 5.2.7 The Directors hold office until re-elected or until a successor is elected. No Director may serve more than two consecutive terms at the same position on the Board.
- 5.2.8 If a vacancy occurs in the Board of Directors, including by reason of expulsion, the Board of Directors will fill the vacancy by appointment. The new member shall finish out the existing term of the vacating member.

5.3 Directors' Duties and Powers

5.3.1 The President will:

- a) supervise the affairs of the Board;
- b) when present, chair all Meetings of the Association, the Board, and the Officers;
- c) act as the spokesperson for the Association;
- d) be a co-signer of cheques;

5.3.2 The Vice-President will:

- a) assume the duties of the President in his/her absence;
- b) be a co-signer of cheques;
- c) perform such other duties as may, from time to time, be determined by the Board.

5.3.3 The Secretary will:

- a) file all documents required to be filed with Corporate Registry;
- b) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes;
- c) perform such other duties as may, from time to time, be determined by the Board;
- d) report to the President.

5.3.4 The Treasurer will:

- a) be a co-signer of cheques;
- b) will deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board;
- c) render to the Board at its regular meetings or whenever required, an account of all transactions reviewed as Treasurer;
- d) render to the Board at its regular meetings or whenever required, an account of the financial position and budget status of the Association;
- e) monitor the processes for bookkeeping and preparation of financial statements;
- f) submit the finalized statement of the financial position of the Association for the annual report of the Association and to the Annual General Meeting;
- g) perform such other duties as may, from time to time, be determined by the Board;
- h) report to the President.

5.3.5 The Past-President will:

- a) provide technical advice and support to the current President; and
- b) promote the goals and philosophy of the Association.

5.3.6 Duties and responsibilities for all other Directors shall be as per the Association's Policy and Operations manual.

5.3.7 The President, Vice- President and Treasurer have signing authority for the Association.

5.4 Officers

5.4.1 Officers of the Association are appointed by resolution of the Directors.

5.4.2 At the Annual General Meeting, the Election Member notifies the Members of positions that will be filled by Officers.

5.4.3 Within 30 days of the Annual General Meeting, the Directors will call a Special Meeting to appoint the Officers.

5.4.4 The appointment of Officers will be for a term of one year.

5.4.5 Officers may attend meetings of the Directors but are not entitled to vote.

5.4.6 The Directors may replace an Officer with another Member by a majority vote of the Directors at a meeting called by the Directors.

5.4.7 Officers will receive no remuneration for serving as an Officer.

5.5 Removal of Officers

The term of office of an Office will be vacated before the expiration of their term if:

- a) if she/he resigns office by giving written notice to the President;
- b) if she/he has been absent, without notice to the Board, from three consecutive meetings or three-quarters of the meetings of the Board;
- c) upon a resolution determining that, the conduct of an Office is improper, unbecoming or likely to endanger the interest or reputation of the Association, passed by a majority vote of Board of Directors. Such decision is final.

5.6 Committees

5.6.1 The Board will establish the following committees as a Standing Committees:

- a) Executive Committee
- b) Tournament Committee
- c) Policy & Bylaws Committee

5.6.2 The Executive Committee will be comprised of:

- a) the President;
- b) the Vice-President;
- c) the Past-President;
- d) the Treasurer; and
- e) the Secretary.

5.6.3 The Executive Committee will:

- a) prepare a report for the Annual General Meeting;
- b) at the discretion of the President, deal with any emergency or unusual business arising between Board meetings;
- c) report to the Board on actions taken between Board meetings;
- d) conduct an annual evaluation of the Executive Director; and
- e) carry out other duties as assigned by the Board.

5.6.4 Meetings of the Executive Committee will be called by the President as often as deemed necessary by the President. Two members of the Executive Committee will constitute a quorum at Executive Meetings.

5.6.5 The Board may appoint standing, special or ad hoc committees and chairs therefore as it, from time to time, considers advisable.

5.7 Power of Committees

5.7.1 No committee will have the power to act for or on behalf of the Board or otherwise commit or bind the Association to any course of action unless such power has been delegated to the committee by the Board.

5.8 Membership on Committees

5.8.1 Members on committees will be appointed by, and hold office at the discretion of the Board. Members on committees may be Directors or Members of the Association.

5.9 Reports of Committees

5.9.1 Each committee will:

- a) record minutes of its meetings;
- b) submit to the Board such reports as the Board may, from time to time request.

Article 6 – Finance and Records

- 6.1 The Registered Office of the Association is located at:
Box 874
Lethbridge, AB
T1J 3Z1
- 6.2 A change of registered office may be effectuated at the Annual General Meeting or by Resolution of the Board.
- 6.3 All correspondence addressed to the Association or Board of Directors will be addressed to the Association's Registered Office.
- 6.4 The Association has no seal.
- 6.5 Finance and Audit
- 6.5.1 The fiscal year of the Association ends on August 31 of each year.
- 6.5.2 The books, accounts, and records of the Association must be audited at least once each year. Two Directors appointed by resolution of the Directors must perform this audit. At each Annual General Meeting of the Association, the Treasurer submits a complete statement of the books for the previous year.
- 6.6 Cheques and Contracts of the Association
- 6.6.1 The President, Vice President and Treasurer have the authority to sign cheques drawn on the monies of the Association. Two signatures are required on all cheques.
- 6.6.2 All contracts of the Association must be signed by a Director or other persons authorized to do so by the resolution of the Board.
- 6.7 Time Keeping and Inspection of Books and Records of the Association
- 6.7.1 The Association keeps a copy of the Minute books and records minutes of all meetings of the Members and the Board.
- 6.7.2 The Secretary keeps the original Minute books and records of the Association. This record contains minutes from all meetings of the Association, the Board, and the Officers.
- 6.7.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or laws.

- 6.7.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Treasurer of the Association of his/her intention to do so.
- 6.7.5 Unless otherwise permitted by the Board, such inspection will take place only at the location determined by the Board, during normal business hours.
- 6.7.6 All financial records and minutes of the Association are open for such inspection by the Members.
- 6.7.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- 6.7.8 The Directors may, by resolution, designate as confidential and restricted access to some or all of the following records:
- a) membership lists;
 - b) lists of Members' names, addresses, and contact information including telephone numbers;
 - c) lists of Members who have been suspended or terminated; and
 - d) financial information specific to individual Members, including those Members who pay their membership fees with financial assistance.
- 6.7.9 Any record or information may be designated confidential by a vote of 75% (3/4) of the Directors.

6.8 Borrowing Powers and Payments

- 6.8.1 The Association may borrow or raise funds to meet its objects and operations by a vote of 75% (3/4) of Members present at a Special Meeting called for that purpose.
- 6.8.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.
- 6.8.3 Any expenditure or group of related expenditures exceeding \$1,000.00 requires approval by way of resolution of the Directors, unless that expenditure or group of expenditures is payment for:
- a) floor time
 - b) referee fees
 - c) player registration fees
 - d) player insurance premium fees
 - e) other fundamental expenditures which may be prescribed by resolution of the Directors.

6.9 Fundraising Activities

- 6.9.1 All fundraising activities must be performed in compliance with federal and provincial laws.
- 6.9.2 The Directors, by resolution, will prescribe the types of fundraising activities the Association may use each year.
- 6.9.3 Any records of revenues and expenses arising from any fundraising activities must be recorded, and stored with the Treasurer of the Association.

Article 7 – Bylaws and Fundamental Changes

- 7.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.
- 7.2 A notice of the Annual General Meeting or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance of the Bylaws by the Corporate Registry of Alberta.

Article 8 – Indemnification

8.1 Protection and Indemnity of Directors and Officers

- 8.1.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director and Officer against all costs or charges that result from any act done in his or her role for the Association. The Association does not protect any Director or Officer from acts of dishonesty, fraud or bad faith.
- 8.1.2 No Director or Officer is liable for the acts of any other Director, Officer, or Member. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Association, unless the act is fraudulent, dishonest, or in bad faith.
- 8.1.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's Treasurer. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 9 – Dissolution of the Association

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