

Bylaws of Abbotsford Lacrosse Association (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"**Act**" means the Societies Act of British Columbia as amended from time to time;

"**Association**" means the Abbotsford Lacrosse Association (herein "ALA");

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time;

"**Director**" means a person elected or appointed to serve on the Board of Directors pursuant to these bylaws;

"**Executive**" means the Executive Board of Directors.

Definitions in Act apply

1.2.1 The definitions in the Act apply to these Bylaws.

1.2.2 Words importing the singular include the plural and vice versa, and words importing a male person including a female person and a corporation.

1.2.3 ALA is a non-reporting Society as defined by the Act.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – AFFILIATION

League jurisdiction

2.1.1 The ALA as community lacrosse association operates under the rules, regulations and requirements of the Canadian Lacrosse Association (CLA), British Columbia Lacrosse Association (BCLA), The Lower Mainland Minor Lacrosse Commission (LMMLC - local box lacrosse league) and the Pacific Coast Field Lacrosse League (PCFLL - local field lacrosse league).

2.1.2 The ALA Board shall make its best efforts to comply with all applicable bylaws, rules, and regulations by which the above bodies are governed.

2.1.3 Upon receiving proper notice, the ALA shall arrange representation by one or more Directors, at all Regular, Special and Annual General Meetings of the above associations.

Part 3 – Membership

Application for membership

- 3.1.1** Society membership is open to any parent or legal guardian of a player who is registered with the ALA; and other persons authorized by the Board participating in and with the Society. In cases of a player of legal age who plays, the player shall be deemed the sole member.
- 3.1.2** All applications for membership shall be submitted to the Board and, upon approval by the Board, the applicant shall become a member.
- 3.1.3** The term of Regular Membership shall be annual, commencing upon the payment of the annual membership fee which is included in the ALA player's registration fee for the current lacrosse season.
- 3.1.4** All elected and appointed officials and adult coaches who do not otherwise qualify under section 3.1.1 will become voting members until they are not an elected or appointed official.

Duties of members

- 3.2.1** Every member must consistently abide by the ALA's Constitution and comply with these bylaws;
- 3.2.2** These Bylaws require every member to uphold and comply with the ALA Code of Conduct and ALA Operating Policy.

Amount of membership dues

- 3.3** The annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 3.4** A member is not in good standing if the member fails to pay the member fees and/or return loaned equipment including not limited to jerseys, equipment, and coaching supplies and/or does not comply with the Bylaws; and the member is not in good standing for so long as those dues remain unpaid and/or remains non-compliant with the Bylaws.

Member not in good standing may not vote

- 3.5** A voting member who is not in good standing
 - (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 3.6** A person's membership in the Society is terminated:
- (a) if the person is not in good standing for three (3) consecutive months.
 - (b) by a Director's special resolution and vote, to suspend or terminate any member deemed to be improper, unbecoming or not acting in the best interest of the Society.
 - (c) such members may be expelled without further notice and from the dates stated in the Director's special resolution; with option for appeal at the next general meeting.

Part 4 – General Meetings of Members

Time and place of general meeting

- 4.1.1** A general meeting shall be held at least once every calendar year at the time and place the Board determines and declares to membership 14 days prior to meeting.
- 4.1.2** Notice calling a general meeting will be sent by email to every member who has provided an email during membership registration; and will be posted on the ALA website accessible to all membership.

Ordinary business at general meeting

- 4.2** At a 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) approve the minutes from the last general meeting;
 - (d) deal with unfinished business from the last general meeting;
 - (e) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.
 - (g) terminate the meeting.

Notice of special business

- 4.3** A notice of a 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 reasoned judgment concerning that business.

Chair of general meeting

- 4.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 4.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

- 4.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 4.7** The quorum for the transaction of business at a general meeting is seven (7) voting members who are in good standing and present at the meeting.

Lack of quorum at commencement of meeting

- 4.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and shall be rescheduled for continuation to occur within ten (10) days;
 - (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the

continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 4.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

- 4.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 4.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Member voting

- 4.12** Each member family (not each family member) in good standing is entitled to one vote per resolution at a general meeting; within the member family the vote is the responsibility of the parent or legal guardian who submitted the most recent player registration or membership application and, may choose to delegate the vote to the family's other parent or legal guardian attending the general meeting, but may not delegate the vote to any other person.

Methods of voting

- 4.13** At a general meeting, voting must be done by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 4.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

4.15 Voting by proxy is not permitted by the Society.

Matters decided at general meeting by ordinary resolution

- 4.16.1** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 4.16.2** Ordinary resolutions are passed by a one-half plus one (51% vote) threshold.
- 4.16.3** For matters requiring a special resolution, a two-thirds ($\frac{2}{3}$) majority vote threshold is required.

Special General Meetings (SGM)

- 4.17.1** SGM may be called at any time by a Director following the general meeting provisions.
- 4.17.2** SGM may be called by the membership at any time, given that, a member petitioner prepares a written request to 1) call a general meeting of the ALA and doing so within 30 days of submittal, 2) in detail stating the purpose of the general meeting with any proposed resolutions, 3) has obtained signatures of a minimum of 10% of the membership approving of point 1 and 2; then the request is emailed to the president and secretary who then shall convene the meeting.
- 4.17.3** If an SGM in accordance with 4.17.1 has not been held, the membership has options to resolve the outstanding issues with other provisions of the Society Act.

Part 5 – Directors Board Positions

Number of directors on Board

- 5.1.1** The Society must have no fewer than five (5) and no more than eleven (11) directors. Specific roles and responsibilities of Board positions shall be outlined in the Operating Policy.
- 5.1.2** Directors are elected for two year terms, offset in odd and even years to ensure continuity of the Board.
- 5.1.3** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) first vice-president;
 - (c) second vice-president;
 - (d) registrar - field
 - (e) registrar - box
 - (f) director one;

- (g) director two;
- (h) director three;
- (i) secretary (Board appointed)
- (j) treasurer - field (Board appointed)
- (k) treasurer - box (Board appointed)

Directors at large

- 5.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large and do not have voting rights in Director meetings.

Treasurer position

- 5.3** The treasurer is responsible for the finances of the Society, as such the Board should appoint to the position a person with suitable accounting knowledge and experience and an accounting diploma or certified accounting designation

Election or appointment of directors

- 5.4.1** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 5.4.2** Nominations for elected positions must be sent by email and received by the President and Secretary by seven (7) days prior to the annual general meeting (AGM). Nominations will not be received from the floor during the AGM or SGM.
- 5.4.3** The Board may, from time to time, appoint further officers and agents and authorize the hiring by contract of such other persons as they deem necessary to carry out the objectives of the Society.

Directors may fill casual vacancy on Board

- 5.5** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 5.6.1** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 5.6.2** Board members are required to participate in Board meetings and, if without reasonable explanation, is absent from three (3) or more Directors meetings, a Directors special resolution to suspend or expel the Board member is required to be held.

Remuneration of directors

- 5.7** These Bylaws do not permit the Society to pay to a director remuneration for being a director; reimbursing a director for Board approved ALA expenses paid by the director is permitted.

Disclosure conflict of interest

- 5.8.1** In accordance with the Act, members of the Board must disclose to all directors and all material interest in matters that may conflict with their duties to the Society and/or of the interests of the Society;
- 5.8.2** Directors with a conflict of interest must forfeit voting privileges on any resolution involving the subject of the conflict.

Part 6 – Directors’ Meetings

Calling directors’ meeting

- 6.1.1** Regular Director’s meetings should be held monthly at a regularly scheduled time and place, coordinated as best to avoid conflict with ALA teams’ games and practices.
- 6.1.2** A directors’ meeting may be called by the president or by any two (2) other directors.

Notice of directors’ meeting

- 6.2** At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 6.4.1** The directors may regulate their meetings and proceedings as they think fit.
- 6.4.2** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 6.4.3** The agenda may include in camera (private) matters which shall remain confidential to the voted members of the Board. Discretion shall be used at all times moving discussion to in camera, and shall be reserved for purposes of protecting the anonymity of a minor, disciplinary items, or when discussing

details sensitive to a member. The minutes shall reflect a general summary of what was discussed in camera, while keeping details confidential.

Quorum of directors

- 6.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors, one of whom must be the President, First Vice President or Second Vice President.

Directors resolution voting

- 6.6.1** Directors shall have only one vote regardless of the number of Board positions held; with the exception of in the case of equal votes the President shall have a second or deciding vote.
- 6.6.2** Directors resolutions are passed with a majority vote of those present.
- 6.6.3** Directors "special resolutions" are passed with a two-thirds ($\frac{2}{3}$) majority vote of those present.
- 6.6.4** A resolution in writing signed by all the Board personally shall be as valid and effectual as if it has been passed as a meeting of the Board duly called and constituted.

Part 7 – Management

Operating authority

- 7.1.1** The operations of the Association are to be carried on with the City and Municipality of Abbotsford, BC.
- 7.1.2** The affairs, operations and property of the ALA shall be managed by the Board during their elected term. The Board, from time to time, may appoint further persons as they deem necessary to carry out the operations of the Society.
- 7.1.3** These Bylaws restrict and do not authorize the Board or membership to change use, transfer, lease, sell or mortgage any property of the Society including naming and branding without prior membership approval through a resolution and vote.

Player consideration

- 7.2.1** As a youth sports association the Board is to consider the best interest of its players, within all divisions and at all skill levels in all Board decisions.
- 7.2.2** The Board shall ensure every effort is made to provide the same consideration for all ALA players.

Operating policy

- 7.3** The Board shall maintain an ALA Operating Policy with an electronic copy available to the membership. Operating Policy modifications are to be approved by Directors' resolution and vote..

Committees of the Board and membership

- 7.4** The Board, from time to time, may appoint committees of the Board and membership. Committee chairs and members shall be approved by the Board, with members generally drawn from ALA membership; other persons can be approved by the Board to participate given requirements of specialized knowledge.

Society property when vacating a position

- 7.5** Upon vacating a position within the Society, the member will ensure an effective transition for continuity of the Society; the vacating member must turn over the Society's property, documents, materials, equipment and resources to the President or their successor within one week.

Alteration of Constitution or Bylaws

- 7.6** The Constitution and Bylaws of the Society shall not be modified except by a special resolution and vote by the membership.

Part 8 – Finance

Operating budget

- 8.1** A detailed proposed budget shall be prepared prior to and presented at the Annual General Meeting for a vote of acceptance by the membership.

Banking and accounts

- 8.2** The Board shall maintain banking arrangements with a local financial institution, including a general account and gaming grant account; modification of bank accounts, adding or closing accounts requires a Directors resolution and vote. Banking details are detailed in the Operating Policy.

Operating funds

- 8.3.1** For the purpose of carrying out the operations of the Society the Board may raise funds by membership fees, registration grants, sponsorship, fundraising and promotions.
- 8.3.2** ALA shall budget for and maintain a contingency fund for large purchases such as jerseys, equipment and future facilities.
- 8.3.3** The Society shall apply for available grants, including the annual gaming grant.
- 8.3.4** No borrowing shall be done without a special resolution and vote by the membership.
- 8.3.5** Any excess funds on-hand shall be deposited and held in the Society's general operating account; investing of Society funds outside of the Society's approved bank accounts is prohibited.

Expenses and extraordinary purchases

- 8.4.1** For the purpose of carrying out the operations of the Society, the Board may expend funds as approved by the membership approved budget. Regular operating expenses included in the annual budget shall be reviewed as part of the Treasurer's monthly report to the Board.
- 8.4.2** Extraordinary expenses up to \$1,000 not included in the annual budget shall require the approval of the president, one vice president and the treasurer in advance; extraordinary expenses over \$1,000 require two written quotes and Directors resolution and vote for prior approval.
- 8.4.3** Annual budgeted expenses \$1,000 to \$10,000 require two quotes; expenses over \$10,000 require three quotes.

Books and records

- 8.5.1** The Board shall see that books and records of the Society are maintained in accordance with the Act, Bylaws or laws, if any.
- 8.5.2** The Secretary or some other officer specially charged by the Board shall maintain and have charge of the Minute Books of the Society; and shall record Minutes of all meetings of Membership and Directors.

Inspection of books

- 8.6** Any Director has the right to review the books and records of the Society in a manner and time and place as agreed upon by a Directors resolution if required. General membership does not have the right to review the books and records of the Society except as required by law or authorized by the Directors by resolution.

Signing authority

- 8.7** Any TWO (2) of the President, First Vice President, Second Vice President, Registrar (Box or Field) and Treasurer (Box or Field) shall be authorized to execute documents, contracts and funds transactions on behalf of the Society.

Team fundraising

- 8.8** Any fundraising ventures by a team(s) or member(s) of the Society must adhere to related ALA Operating Policy and be approved in advance by the Board.

Society Wind-Up

- 8.9** In the event the ALA should at any time be wound up or dissolved, remaining funds should be turned over to the British Columbia Lacrosse Association or another Minor Lacrosse Association in British Columbia promoting similar objectives as this Society, as to be determined at a special resolution and vote of the membership.