CALGARY AXEMEN LACROSSE CLUB

Society Bylaws

Name & Head Office

The name of the society is the Calgary Axemen Lacrosse Club (hereinafter referred to as "the Club"). The registered office and mailing address of Calgary Axemen Lacrosse Club shall be:

PO Box 18030
Calgary RPO Shawnessy AB
T2Y 0K3

DEFINITIONS

In all Bylaws of the Association unless the context otherwise specifies or requires: **a)** "Act"

means the Societies Act of the Province of Alberta as amended from time to time.

b) "Annual General Meeting," "Special Meeting," and "General Meeting" mean the meetings required to be held in accordance with Article 6.

c) "Board" or "Board of Directors" means the Board of Directors, which includes Officers and other duly elected Members.

d) "Executive" shall be composed of the Officers as herein defined.

e) "Member" means any Junior player of legal age or parent/legal guardian of a minor-aged child registered to play lacrosse with the Club for the playing season.

f) "Motion" means a resolution of the Members or the Board, as applicable, passed at a meeting of the Members or the Board, as applicable, by a majority of the Members or the Directors, as applicable.

g) "Officers" mean individuals holding the following positions: President, Vice President(s), Treasurer & Secretary.

Article 1 - MEMBERSHIP

1.1 Membership

Membership shall be open to parents or legal guardians of a minor child, or to a player over the age of 18 who participates in lacrosse activities under the jurisdiction of the Calgary Axemen Lacrosse Club and who has paid the necessary registration fee(s) approved by the Board of Directors.

The Calgary Axemen Lacrosse Club jurisdiction is the communities and players as determined by Calgary District Lacrosse.

All members in good standing have the right to attend and vote at the Annual General Meeting, General Meeting, or Special Meeting.

All members in good standing have the right to stand for office on the Board.
Any other community member interested in furthering the objectives of the Calgary Axemen Lacrosse

Club may become a member on approval of the Board of Directors and payment of a membership fee, if applicable.

All members are obligated during Calgary Axemen Lacrosse Club activities to conduct themselves according to the Policies and Procedures and Bylaws of this Society.

1.2 Limitation on the Liability of Members

No member is, in their individual capacity, liable for any debt or liability of the Society.

1.3 Membership Withdrawal

Any member wishing to withdraw from Membership may do so upon written notice to the Board through its Administrator or Secretary and may be refunded fees in an amount determined by the Board. Any member in arrears for fees and assessments will not be allowed to register in the Association in subsequent years until the delinquent amounts have been settled to the satisfaction of the Board of Directors.

1.4 Expulsion or Suspension

The Directors may expel or suspend, with or without conditions, any member from membership and/or from participating in the Calgary Axemen Lacrosse Club program, by resolution of the Directors passed by a two-thirds majority of the votes cast at a properly called Directors' meeting if:

a) The conduct of the member is determined by the Directors, in their sole discretion, to be improper, unbecoming, or contrary to the interests or reputation of the Calgary Axemen Lacrosse Club; or

b) The member commits a breach of the Bylaws or policies, rules, or regulations of the Calgary Axemen Lacrosse Club that are in effect from time to time.

c) Any member who has been suspended or expelled and declared not to be in good standing may, upon application for reinstatement to the Calgary Axemen Lacrosse Club, be reinstated by a vote of three-quarters (3/4) of the Board and shall comply with such conditions as may be set by the Board prior to reinstatement as a member.

d) Any member who is suspended or expelled from the Calgary Axemen Lacrosse Club shall forthwith forfeit all rights, claims, interest, and privileges arising from, or associated with, their membership in the Calgary Axemen Lacrosse Club.

e) Any registered participant and/or member of the Calgary Axemen Lacrosse Club who commences legal action in any Court against the Calgary Axemen Lacrosse Club will be placed on an automatic suspension from all games, practices, and social activities under the jurisdiction of the Calgary Axemen Lacrosse Club and the Calgary District Lacrosse Association for the remainder of the season or until the matter has been resolved.
Such a participant or member may also be liable for all legal costs and disbursements incurred by the Calgary Axemen Lacrosse Club in connection with defending and/or responding to such court action should Calgary Axemen Lacrosse Club be successful.

Article 2 – GOVERNANCE

BOARD OF DIRECTORS
The Executive shall be responsible to the general membership and shall have full control and

management of the Society within the Bylaws to serve the best interests of the membership. Meetings of the Board shall be held as often as may be required, but at least every second month and shall be called by the President.

A person appointed or elected as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election or if they acted as a Director pursuant to the appointment or election.

In the event a vacancy occurs during the year, the Executive shall be empowered to appoint a replacement from the membership for the balance of the term.

In addition to the President, Vice President(s), Secretary, and Treasurer, the Board will also consist of at least three (3) elected Directors.

At a meeting of the Board of Directors, quorum for the Board of Directors will consist of 50% + 1 of voting board members.

Any Director or Officer may be removed from the Board of Directors by a vote of no less than 75% of the Board for any cause which the Society may deem reasonable.

2.1 President

The President shall, upon completion of his term, act as the Past President, in an advisory capacity to the Executive and the Board.
The President shall perform the duties of the office of President as follows:

a) Shall be an ex-officio member of all committees.

b) Shall preside at all Directors' meetings of the Association.

c) Shall not vote except to cast a deciding vote.

d) Oversee all Directors and is responsible for all duties of the Association.

e) Preside at the Annual General Meeting.

f) Shall be the official representative of the Association at Calgary District Lacrosse meetings.

2.2 Secretary

The Secretary shall perform the duties of the office of the Secretary which shall include:

a) Attend all meetings of the Society and of the Board

b) Attend the Annual General Meeting

c) Reports to the Board

d) Shall be responsible for overseeing the Association books and minutes of the Board meetings.

e) File annual Society returns

In case of the absence of the Secretary, their duties shall be discharged by such person as appointed by the Board.

2.3 Treasurer

The Treasurer shall perform the duties of the office of the Treasurer which shall include:

a) Attend and participate at monthly Board Meetings

b) Attend the Annual General Meeting

c) Reports to the Board

d) Shall properly account for the funds of the Society and keep such books as may be directed.

e) Shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

The positions of the Secretary and Treasurer may be filled by one person at any Annual Meeting for the election of Officers.

2.4 The Governance of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid Administrator to carry out management functions under the direction and supervision of the Board. The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

a) Promoting the objectives of the Society.

b) Operate the lacrosse program at all levels.

c) Promoting membership in the Society.

d) Maintaining and protecting the Society's assets and property.

e) Approving an annual budget for the Society.

f) Paying all expenses for operating and managing the Society.

g) Paying persons for services and protecting persons from debts of the Society.

h) Investing any extra monies.

i) Financing the operations of the Society and borrowing or raising monies.

j) Making policies for managing and operating the Society.

k) Having the power to rescind, alter, or add to the 'Axemen' Policy and Procedure Manual as the need arises.

l) Approving all contracts for the Society.

m) Maintaining all accounts and financial records of the Society.

n) Appointing legal counsel as necessary.

o) Making policies, rules, and regulations for operating the Society and using its facilities and assets.

p) Selling, disposing of, or mortgaging any or all of the property of the Society.

2.5 Powers

I. The affairs of the Club shall be managed by the Board of Directors. The Board shall manage according to the policies and procedures of the Club. This includes all actions that may be done by the Club which are not expressly required to be done at a meeting of the members or otherwise.

II. Committees:

a) The board may constitute such standing committees as they deem necessary or desirable and shall appoint the members thereof, including the Chairperson of each such committee.

b) All committees shall be accountable to the Board and any recommendation or decision subject to ratification by the Board.

III. Qualification:

a) Any member who is over 18 years of age shall be eligible to serve as a Director.

IV. Election:

a) The board of directors of the Club shall be elected at the annual general meeting of the Club for a term expiring at the next annual general meeting. All directors are eligible for re-election. Any vacant position shall be filled by appointment by the current Board of Directors.

V. Number of Directors:

a) The number of directors on the board of directors shall not be less than 11 nor more than 25 and shall be determined within such limits a resolution of the board to be enacted prior to each annual general meeting.

VI. Vacancies:

a) If any member of the board of directors shall resign his office, or without just cause absent himself from two consecutive directors' meetings, or is suspended or expelled from the Club, the Board may declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.

VII. Suspension:

a) Any director of the Board may be suspended by the Board from his office or have his tenure of office terminated if, in the opinion of the Board, he is grossly negligent in the performance of his duties. Any director so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting following such a decision, provided notice of such appeal shall be given in writing to the President at least one week prior to such meeting.

2.4 Meetings of Directors

a) The Board of Directors shall convene at least once per month for a minimum of 9 meetings during the period between the date of the last election of directors and officers and the next proposed annual general meeting of members.

b) A meeting of the directors may be convened by the President, or upon the written request of any 2 directors given to the President. Notice of any such meeting shall be communicated to each director not less than 2 days before the meeting.

c) Sixty percent (60%) of the Directors shall form a quorum for the transaction of business.

ARTICLE 3

3.1 ANNUAL BUDGET

a) The budget meeting must be attended by at least the President, Vice President(s) and Treasurer of the 'Axemen' Board of Directors.

b) A preliminary budget is to be prepared by December 15th of each year for the purpose of setting registration revenues and per player/per team expenses are known.

c) All members of the 'CALGARY AXEMEN LACROSSE CLUB' Board shall be entitled to reimbursement, with prior consent, for reasonable expenses incurred while engaged in business approved by the Calgary Axemen Lacrosse Club.

ARTICLE 4

SEAL OF THE SOCIETY

The Board may adopt a 'seal'; as the seal of the Society.

The Secretary shall have charge of the seal of the Society unless the Board decides otherwise.

The seal of the Society can only be used by persons as authorized by the Board. The Board must pass a motion to name the authorized persons.

ARTICLE 5

5.0 AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer at the Annual General Meeting of the Society.

The fiscal year of the Society in each year shall be: October 1 – September 30

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to Director(s) having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 6

MEETINGS OF THE SOCIETY

6.0 ANNUAL GENERAL MEETING

This Society shall hold an Annual General Meeting on or before November 30th each year. The Board sets the place, day and time of the meeting.
Notice will be given a minimum of 14 days in advance and circulated by email and/or posted on the association website. The Notice will state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

The Annual General Meeting deals with the following matters:

a) Adopting the agenda
b) Adopting the minutes of the last Annual General Meeting
c) Considering the President's report
d) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report
e) Appointing the auditors
f) Electing Members of the Board
g) Considering matters specified in the meeting notice
h) Other specific motions that any member has given notice of before the meeting is called

Quorum

4% of membership who have a vote shall constitute a quorum at any meeting.

When a quorum is not available at the Annual General Meeting, quorum is those present after 15 minutes from the scheduled start time.

Voting

Every voting member as defined in 3a in good standing over the age of 18 years shall be entitled to one vote and a majority of the votes cast shall determine all matters except where a special resolution is required. Every motion shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any member. In the case of an equality of votes the President shall have the deciding vote.

6.1 GENERAL MEETING

General meeting may be called at any time; by the Secretary upon instructions of the President or Board.

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the association website. The notice will state the place, date and time of the Special Meeting and any business requiring a special resolution. If Special Resolution is required at the meeting then 21 days notice is required.

Agenda for General Meeting

Only the matter(s) set out in the notice for the General Meeting are considered at the General

Meeting. Procedure at the General Meeting

Any General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

6.2 SPECIAL MEETING

Special Meeting may be called by the President or Secretary upon:

a) Resolution of the Board of Directors to that effect or;
b) On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or;

c) On the written request of at least one- third (1/3) of the number of registered players. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the association website. The notice will state the place, date and time of the Special Meeting and any business requiring a Special Resolution. If Special Resolution is required at the meeting then 21 days notice is required.

Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

Procedure at the Special General Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

ARTICLE 7

7.0 VOTING

Only Calgary Axemen Lacrosse Club members in good standing are eligible to vote.

A member has one (1) vote, to a maximum of two votes per family. A show of hands decides every vote, unless in the circumstances the President of the meeting determines that it is appropriate to use secret ballots, or if at least five (5) voting members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.

Any Officer shall also be a Member and be eligible to vote at any validly constituted meeting of Members, however, an Officer who is also a parent of a child registered to play lacrosse with the Association shall only be allowed one (1) vote at any such Meeting.

The President has the casting vote in the case of a tie vote.

A voting member may not vote by proxy.

A majority of the votes of the voting members present decides each issue and resolution, except where these Bylaws or governing law provide otherwise.

The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes ‘for and against’ the resolution.

ARTICLE 8

8.0 REMUNERATION

Unless authorized at a meeting and after notice of same shall have been given, no Officer, Director or

Member of the Association shall receive any remuneration for his services to the Association except for
designated administrative duties that may be contracted out at the Board's discretion. Approved by Societies Act – 2016 May 3 Page 8

No contract personnel would have voting privileges in Calgary Axemen Lacrosse Club. No immediate family member of the paid contract personnel may hold a position on the Calgary Axemen Lacrosse Club Board of Directors.

ARTICLE 9

9.0 BORROWING POWERS

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

ARTICLE 10

10.0 BYLAWS

These Bylaws may be made, repealed or altered to by a Special Resolution at any Annual General or General Meeting of the Society.

The twenty-one (21) days' notice of the Annual General or General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

The made, repealed or altered Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 11

11.0 DISTRIBUTING ASSETS & DISSOLVING THE SOCIETY

The Society does not pay any dividends or distribute its property among its Members.

If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the Calgary Axemen Lacrosse Club of Calgary, Alberta.

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

DATED at the City of Calgary, in the Province of Alberta, this ____day of __ __, **20XX**

NAME	ADDRESS	CITY	POSTAL COSE	PHONE	SIGNATURE

WITNESS

NAME	ADDRESS	CITY	POSTAL CODE	PHONE	SIGNATURE