

**SCHEDULE “A”
BY-LAWS
LEDUC LACROSSE CLUB**

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**BY-LAWS
OF
LEDUC LACROSS CLUB**

This organization shall be called the “Leduc Lacrosse Club” here in referred to as LLC;

1 DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

Unless the subject matter or content requires a different interpretation, the following words and phrases shall in these Bylaws, the following definitions shall apply to all parts of these By-laws;

- 1.1.1 **“Act”** means the *Societies Act*, R.S.A 2000, c.S-14 as amended, and any replacement of such *Act*;
- 1.1.2 **“Annual General Meeting”** AGM Means the General meeting of the Members;
- 1.1.3 **“Board”** means the Board of Directors, Officers, Executive Committee elected pursuant to these By-laws and as provided for. Board Members may be referred to as Directors;
- 1.1.4 **“By-laws”** mean the By-laws of the Corporation, as amended from time to time;
- 1.1.5 **“Club”** means the Leduc Lacrosse Club which has adopted Bylaws and regulations that are consistent with the Bylaws, Objectives, Regulations, Rules and Polices of the GELC and are approved by the Board and operated a program in Lacrosse;
- 1.1.6 **“Coach”** means a person registered with GELC as a coach of a Lacrosse Team;
- 1.1.7 **“Council”** means GELC;
- 1.1.8 **“Director”** means a voted in Member of the Board;
- 1.1.9 **“Financial Statement”** means the Financial Statements of the Leduc Lacrosse Club;
- 1.1.10 **“GELC”** means the Greater Edmonton Lacrosse Club;
- 1.1.11 **“In good standing”** means paid the necessary fees and conformed to all requirements;
- 1.1.12 **“Member”** means a person registered pursuant to bylaw 2;
- 1.1.13 **“Special Meeting”** means a meeting called pursuant to bylaw 3.4;
- 1.1.14 **“Special Resolution”** means a resolution passed at a properly convened meeting either a Special Meeting or AGM of the Society by a majority vote of not less than Seventy-Five (75%) percent of all Members entitled to exercise the powers of voting;
- 1.1.15 **“Voting Member”** a Member eligible to vote and sit on the Board in an elected position as described in bylaw 2.3

1.2 INTERPRETATION

- 1.2.1 These bylaws are subject to the Terms and Conditions imposed by the GELC, Alberta Lacrosse Association (ALA), The Canadian Lacrosse Council (CLA), and the Rocky Mountain Lacrosse League (RMLL);
- 1.2.2 The headings in the body of these By-laws form no part of these By-laws but shall be deemed to be inserted for the convenience of reference only. In the event of any conflict between these By-laws and the Societies Act shall prevail. Where a conflict arises between these bylaws and the Bylaws of the GELC, ALA, CLA or RMLL; the GELC, ALA, CLA or RMLL shall prevail;

2 MEMBERSHIP

2.1 MEMBERS OF THE CLUB

- 2.1.1 Any Individual whose residence lies within the Club boundaries as designated by GELC regulations or have been properly registered with their home minor lacrosse club;
- 2.1.2 Any individual who has been properly registered with their home lacrosse Club and released from their home Club to the LLC;
- 2.1.3 Any individuals who are a parent or guardian being at least eighteen (18) years of age, of each Member registered with LLC (max of (2) Two);
- 2.1.4 Any individuals who are a non-parent coach, non-parent assistant coach, non-parent manager, non parent Board Member that has been accepted by the LLC;
- 2.1.5 A Member of the Club is responsible to behave in accordance with and fulfill all obligations of Club Bylaws and Standards;
- 2.1.6 A Member of the Club cannot vote at any meetings of the Club or serve on any elected positions of the Club unless they are a Voting Member pursuant to section 2.3;
- 2.1.7 All Members of the Club are permitted to attend meetings of the Club, unless the Board, by resolution, exclude a Member or group of Members from that meeting. A new resolution is required to exclude any Members from each meeting;
- 2.1.8 A Member who has paid all memberships in Full;
- 2.1.9 All Members, players, coaches, managers and spectators as a condition precedent to registration with the Club, unconditionally agree to obey and abide by the Bylaws and Regulations of the Club, GELC, ALA and CLA as the same may be amended or added to from time to time;

- 2.1.10 Membership terminates on March 01 in the year following the year in which the Member was registered.

2.2 MEMBER IN GOOD STANDING

- 2.2.1 A Member of the Club that has paid all membership fees in full;
- 2.2.2 A Member of the Club that has not been suspended, expelled, or terminated;
- 2.2.3 A Member of the Club does not owe any money to the Club or have outstanding commitments owed to the Club such as but not limited to volunteering;
- 2.2.4 A parent or guardian of a player that is currently and properly registered with the club and has not been released to another Club;
- 2.2.5 A non parent individual that is not registered with the Club shall be specifically proclaimed a Member in Good Standing by the other Members of the Board;
- 2.2.6 Only those Members determined to be Members in Good Standing are eligible to practice and compete.

2.3 VOTING MEMBERS

- 2.3.1 All Members in good standing shall have the right to vote at any meeting of the Club. Excluding the president who will sit as the tie breaking vote;
- 2.3.2 All Members in good standing shall have the right to hold any office position of the Club, including any position in the executive as described below;
- 2.3.3 All votes cast by Members of the Club shall be in person or otherwise as directed by the president or executive of the Club.

2.4 CODE OF CONDUCT

- 2.4.1 All persons, Members, Players, Coaches, Managers, and Trainers, shall;
- 2.4.2 Attempt at all times to work toward the goals and standards of the Club and the game of Lacrosse, and towards the betterment of its Members;
- 2.4.3 Strive to heighten the image and dignity of the Club and the sport of Lacrosse as a whole, and to refrain from behaviour which may discredit or embarrass the Game, the Club, the GELC, the ALA, the RMLL and / or the CLA;
- 2.4.4 Always be courteous and objective in dealings with other Members;

- 2.4.5 Except when made through the proper chain of communication, refrain from unfavorable criticism of other Members or Representatives of the Game, the Club, the GELC, the ALA, the RMLL and / or the CLA;
- 2.4.6 Strive to achieve excellence in the sport of Lacrosse while supporting the concepts of Fair Play, a Drug-Free and Respect in Sport;
- 2.4.7 Show respect for the cultural, social, and political values of all participants in the sport of Lacrosse;
- 2.4.8 As a guest in a foreign country, other province or other association, abide by the laws of the host and adhere to any social customs concerning conduct.

2.5 EXPULSION AND SUSPENSION

- 2.5.1 The Board may expel or suspended any member from membership by a resolution passed by three-quarters (3/4) of the members in a meeting of members called for that purpose.
- 2.5.2 A member may be suspended for not more than three (3) months, or expelled for the following reasons;
 - a) The Member has failed to abide by the Bylaws of the Club;
 - b) The Member has disrupted meetings, Club activities or functions;
 - c) The Member has caused harm to a Member of the Club;
 - d) The Member has failed to pay monies owing after given notice;
 - e) The Member has not abided by the Club/GELC/ALA/CLA Code of Conduct;
- 2.5.3 No Member shall be expelled or suspended without being notified in writing of the complaint and without being given a fair hearing;
- 2.5.4 Within, receive written notice of the Board's intention to consider suspension or expulsion;
- 2.5.5 A suspended Member continues to be a Member of the Club, A expelled Member is removed from the Registered List, and is considered to have ceased being a Member on the date of his removal from the list;
- 2.5.6 A Member may appeal the decision of the Board regarding their expulsion or suspension to the GELC. Any Member appealing a decision will be considered suspended pending the results of the appeal;

- 2.5.7 The Board has the power to impose a suspension or expulsion incremental to that of the GELC but cannot reduce the effect or shorten the time of a suspension or expulsion imposed by the GELC.

2.6 TERMINATION OF MEMBERSHIP

- 2.6.1 A Member can terminate their membership by providing in writing their request to the Club;
- 2.6.2 A Member ceases to be a Member of the club by either resignation, expulsion or death;
- 2.6.3 A terminated Member remains liable for any debts owing to the club up and until the date of termination.

2.7 REINSTATEMENT OF MEMBERSHIP

A Member who was expelled can apply for reinstatement at the time of registration for the following season. The Board may permit the reinstatement by a vote of 75% of the Members of the Board present at a meeting called for that purpose.

3 MEETINGS

3.1 MEETING OF THE BOARD

- 3.1.1 Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President;
- 3.1.2 The President and in his absence, the Vice-President, shall act as Chairperson at Board meetings; if both are absent, then at the commencement of the meeting the Board shall elect a Chairperson for the meeting;
- 3.1.3 A quorum at a meeting of the Board shall be 4 if the Board consists of 5-9 Members, 5 if the Board consists of 10 -12 Members and 6 if the Board consists of 13 or more Members, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise, they shall be null and void.

3.2 ANNUAL GENERAL MEETING (AGM)

- 3.2.1 This Club shall hold an Annual General Meeting on or before **June 30** in each year, of which the secretary e-mails or delivers a notice in writing to each member fourteen (14) days prior to the date of the meeting;
- 3.2.2 The board will provide a copy of the agenda, last years AGM minutes and draft financial report for the current year no later than seven (7) days prior to the meeting date to the membership in writing (email);
- 3.2.3 Members can submit in writing up to eight (8) days prior to the meeting date a Motion to be considered for addition to the agenda.

3.3 ORDER OF BUSINESS

Agenda for the Annual General Meeting will deal with:

- a) Call to order;
- b) Proof of notice of meeting;
- c) Approval of unapproved minutes from the last AGM;
- d) Reports of Officers and Directors;
- e) Reports of Committee;
- f) Financial Report and Appointment of Auditors
- g) Unfinished Business;
- h) New Business;
- i) Election of Officers & Directors;
- j) Adjournment.

3.4 SPECIAL MEETING

A special meeting may be called by

- 1) A resolution of the Board; or
- 2) The Board, on the written request of at least 15 Members, can convene a Special meeting by providing each Member with at least fourteen (14) days notice (emailed) providing the particulate of the intent of the meeting'
- 3) The meeting must be convened within thirty (30) business days of date notice was received;
- 4) Only matters set out in the notice for the Special Meeting are considered;

3.5 QUAROM

- 3.5.1 A quorum at the AGM or Special Meeting of the Club shall be 15 Members in good standing;
- 3.5.2 Except as otherwise provided in these By-laws, no business shall be transacted at any meeting of the Corporation unless a quorum of persons entitled to vote is present.

3.6 LACK OF QUAROM

If at the time appointed for a properly convened meeting of the Club, a quorum is not present, the meeting shall stand recessed for fifteen (15) minutes. If after the fifteen (15) minute recess a quorum is not present, then those persons entitled to vote who are present shall constitute a quorum.

3.7 VOTING

- 3.7.1 At each meeting of the Members (Annual Meeting or Special Meeting) the following have the rights to vote:
- a) other than the President, each Member of the Executive shall have one (1) vote; in the case of a tie the President casts the deciding vote;
 - b) Each Member in good standing has one (1) vote per motion, no proxies are granted;
 - c) Each Member shall vote on every motion unless excused by a conflict of interest or a resolution;
- 3.7.2 A vote shall be by show of hands or if requested shall be carried out by ballot;
- 3.7.3 Every resolution is decided by a majority vote from the voting Members, unless otherwise noted in these bylaws;
- 3.7.4 The president or chair declares a resolution carried or defeated.

3.8 MOTIONS

- 3.8.1 Every Member in good standing, except the chair shall bring forth a motion for consideration with the requirement of a seconder;
- 3.8.2 If a motion is ruled "out of order" by the chair, it shall be recorded in the minutes along with the reasons for the ruling;
- 3.8.3 Every Member choosing to speak on a motion shall have the right before debate is closed, no Member shall speak more than twice (2) and for no longer than five (5) minutes;

- 3.8.4 A motion can be withdrawn at any time by the proposer and shall not be recorded in the minutes.

3.9 AMENDMENTS TO MOTION

- 3.9.1 Every Member has the right to propose an amendment for consideration, if accepted by the proper of the original Motion, the amendment becomes part of the motion and is not recorded separately in the minutes;
- 3.9.2 If an amendment is not accepted by the proposer of the original motion, all debate shall be confined to the merits of the amendment, unless it is of such nature that its determination practically decides the main question.

4 BOARD

The Board governs and manages the affairs of the Club, the Board may hire staff to carry out its management functions, under the discretion and supervision of the President of the Board.

4.1 ELECTION OF BOARD

- 4.1.1 A Member in Good standing may be appointed or elected 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 but consented in writing to act a director before the appointment or election, or within ten (10) days after the appointment or election shall become a Member of the Board;
- 4.1.2 All Members of the Board of Directors shall serve a term of one (1) or two (2) years and shall serve until their successors are elected at the AGM and installed until August 31

4.2 RESIGNATION FROM THE BOARD

A Member of the Executive may resign from the Board by giving written notice of such to the secretary of the Club;

4.3 REMOVAL FROM THE BOARD

The Members may, by resolution passed by a majority vote cast at a Special Meeting of Members duly called for that purpose, remove any Director or Officer before the expiration of his term of office and may, by a majority vote cast at the meeting, elect a Member in his stead for the remainder of the Term of the Director removed.

4.4 VACANCY ON THE BOARD

Where a vacancy occurs in the Board, or in the event a director is not elected, and a quorum of Directors exists, the Directors may appoint a person to fill the vacancy for the remainder of the term. If there is not a quorum of Directors, then a meeting of Members will be called to fill the vacancies.

4.5 OFFICERS AND DIRECTORS OF THE BOARD

The Board of Directors (herein referred to as the "Board") shall serve without remuneration, shall be elected by the Members at the Annual General Meeting and shall consist of the following, but not limited to:

1. President - 2-year term, to be re-elected on even years;
2. Vice-President - 2-year term to be re-elected on odd years;
3. Past-President - one year after expiration of term as president;
4. Secretary - 2-year term to be re-elected on even years;
5. Treasurer - 2-year term to be re-elected on even years;
6. Registrar - 2-year term to be re-elected on odd years;
7. Up to eight (8) Directors as determined by the Members in Good Standing at the AGM, 1 year term to be re-elected annually.

4.6 DUTIES OF OFFICERS

4.6.1 PRESIDENT

No persons may be elected as President unless that person has previously served on the Board for a minimum of 2 years with 1 year being an executive Member;

Shall be subject to the overall Management and supervision of the Club and Board, along with the affairs and operations of the Club including, but not limited to the following:

- a) preside and chair all meetings of the Members and the Board;
- b) Shall attend or appoint a Board Member to represent the Club at GELC and ALA meetings;
- c) Shall be an ex-officio Member of all Committees;
- d) Shall be dual signing authority along with Treasurer and Registrar;
- e) Shall have the power, on an emergent basis, to discipline any Member of the Club (Player, Coach, Manager) for unseemly conduct on or off the playing surface for breach of Bylaws, Policies, Code of Conduct;

The president shall not have a vote at meetings of Members, the Board or Executive Committees, but in the case of an equality of votes, the President shall have the deciding vote.

No Person may be elected president unless that person has previously served on the board for a minimum of 1 full term.

4.6.2 PAST PRESIDENT

Shall act in any capacity as may be required by the President from time to time.

4.6.3 VICE-PRESIDENT

Shall in the absence or inability of the President, assume the duties of the President and shall in the event, have all powers, authority and restrictions of the President.

4.6.4 SECRETARY

Shall attend all meetings of the Members and the Board, and keep accurate minutes of the Board's meetings. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board;

- a) The Secretary shall also keep a record of all the Members of the society and their addresses, send all notices of the various meetings as required;
- b) Collect and receive the annual dues or assessments levied by the society, such monies shall be promptly turned over to the Treasurer for deposit.

4.6.5 TREASURER

Shall be the custodian of and responsible for all the books and records of finances required to document the activities of the Club pursuant to the Societies Act.

- a) Shall be dual signing authority along with President and Registrar;

4.6.6 REGISTRAR

Shall keep a record of all the Members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.

4.6.7 DIRECTORS

All Directors will be appointed by the Board and shall include but not limited to the following;

- a) Shall be responsible for the evaluations
- b) Shall be responsible for training and management of Coaches;
- c) Shall be responsible for the enforcement of Discipline;
- d) Shall be responsible for Equipment;
- e) Shall be responsible for all Fundraising and Volunteering
- f) Shall be responsible for Scheduling;
- g) Shall provide guidance to Team Manager;
- h) Shall look after the organization of Tournaments;
- i) Shall look after the social media and Web site;

5 FINANCE AND AUDITING

The Registered office of the Club is P.O. Box 5268, Leduc, AB T9E 6L6;

5.1 THE FINANCIAL RECORDS

- 5.1.1 The fiscal year end of the Club is August 31;
- 5.1.2 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 (2) Members of the Club 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 such auditor(s) thirty (30) days after the Annual General Meeting of the society.
- 5.1.3 The books and records of the Club may be inspected by any Member of the Club at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Member of the Board shall at all times have access to such books and records.

5.2 BORROWING

For the purpose of carrying out its objects, the society may NOT borrow funds, but may raise money in such manner as it thinks fit within the parameters of Fundraising, Registration Fees and Gaming Proceeds.

5.3 RENUMERATION

- 5.3.1 Unless authorized at any meeting no officer, director, or Member of the society shall receive any remuneration for his/her services;
- 5.3.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6 INDEMNIFICATION

- 6.1.1 Except in respect of an action on behalf of the Club to procure a judgement in its favor, The Club shall indemnify a Director or Officer, and heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonable incurred by him in respect of being or having been a Director or Officer of the Club, if
 - 6.1.2 He or she acted honestly and in good faith with a view to the best interest of the Club;
 - 6.1.3 In case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7 DISSOLUTION

If the Club is dissolved, any funds remaining after paying all debts are to be paid to a registered and incorporated charitable organization by way of a Special Resolution.

8 BYLAWS

The Bylaws may be rescinded, altered or added to by a "Special Resolution."

END OF BY-LAWS