

## **CONSTITUTION**

1. The name of the Society is Vancouver Minor Lacrosse Association and that this Association shall be duly registered according to the Province of British Columbia societies Act.

2. The purposes of the Society are:

- a) To encourage and foster amongst its members and all citizens in general sportsmanship, volunteerism, and good citizenship through all aspects of lacrosse.
- b) To maintain, increase and perpetuate interest in lacrosse.
- c) To manage and operate Minor Lacrosse chiefly in the City of Vancouver.

## **BY-LAWS**

### **Article 1 – Interpretation**

In these By-Laws, unless the context otherwise requires;

1.1 “VMLA” means Vancouver Minor Lacrosse Association;

1.2 “Board” means the Board of Directors of VMLA;

1.3 “Directors” means the current Directors of VMLA;

1.4 “Societies Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

1.5 “Director” means a person elected to serve on the Board of Directors pursuant to these bylaws;

1.6 “Officer” means a voting member of the Board of Directors that has been appointed by the elected Directors;

1.7 “Lacrosse Season” means August to February for field lacrosse and March to August for box lacrosse;

1.8 The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws;

1.9 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation;

## **Part 2 – Membership**

2.1 There shall be two classes of members, namely Regular Members, and Lifetime Members. The following conditions shall apply:

2.2 The following may be Regular Member of the Association, provided they have applied for registration, and paid registration fees for the current season;

- i. Any parent or guardian of any player, There shall be a maximum of one voting memberships per parent or guardian
- ii. Any person 18 years or older who is actively involved in the general work of the Association. The Executive can vote on the definition of “general work of the Association” but typically involves ongoing or significant volunteerism, leadership, or coaching.

2.3 Lifetime Membership may be bestowed as an honour upon any current or past Regular member of the VMLA who served the VMLA for a minimum of eight (8) years. Prospective lifetime members must be nominated by a Regular Member in good standing prior to a general meeting of the VMLA. The nomination shall refer in detail to the particulars of the distinctive or meritorious service of such member for which the honor of a life membership is recommended. Only those nominees who are confirmed by a majority vote of the Executive will become Lifetime Members. Lifetimes members may attend upon and participate in all VMLA meetings but are not entitled to vote at those meetings. Lifetime members who remain in good standing may remain members until their death. Lifetime members are not required to pay any fees to maintain their membership.

2.4 All Regular Members are in good standing except those who has failed to pay his/her players registration fee, or arranged Sponsorship of said player or pay any other debt due and owing to the Association.

2.5 A Regular or Lifetime member may, at the discretion of the Executive, cease to be a member of the Association upon notification from the Executive for conducts deemed to be improper, unbecoming or likely to endanger the interest of reputation of the Association, or who willfully commits a breach of the By-Laws of the Association.

2.6 A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.

2.7 Every member shall uphold the Constitution and By-Laws of the Association and Affiliated Associations.

2.8 Registration or other fees will be determined by majority vote of the Board of Directors.

2.9 A person shall cease to be a member of the Association:

- i) By delivering by electronic mail his or her resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- ii) When the member no longer has a child registered in the Vancouver Minor Lacrosse Association. Membership extends from the time of registration to the time of adjournment of the AGM after the end of the last season played;
- iii) On receiving notice from the Executive of being expelled; or
- iv) On having been a member not in good standing for 12 consecutive months;
- v) On his or her death.

2.3.0 A member may be expelled by a special resolution of the members passed at a general meeting.

2.3.1 A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.3.2 A person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **Part 3 – Meeting of Members**

3.1 General meetings of the Society shall be held at a time and place, in accordance with the Societies Act, that the Directors decide.

3.2 Every general meeting, other than an Annual General Meeting, is a special general meeting.

3.3 The Directors may, when they think fit, convene a special general meeting.

3.4 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business. Notice can be via e-mail or posted on the Association's web page.

3.5 The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at the meeting.

3.6 An Annual General Meeting shall be held at least once in every calendar year after the holding of the last preceding Annual General Meeting.

#### **Part 4 – Proceedings at General Meetings**

4.1 Special business is:

a) All business at a special general meeting except the adoption of rules of order; and

b) All business transacted at an Annual General Meeting, except:

- i) the adoption of rules or order;
- ii) the consideration of the financial statements;
- iii) the report of the Directors;
- iv) the report of the auditor, if any;
- v) the election of Directors;
- vi) the appointment of the auditor, if required; and
- vii) any other business that, under these By-Laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum shall be 7 members present or a greater number that the members may determine at a general meeting.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, shall stand adjourned to a time and place determined by the Board of Directors and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Subject to by-law 4.7 the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.

4.7 If at a general meeting:

- i) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or
- ii) the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 In case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution shall not pass.

4.12 A member in good standing present at a meeting of members is entitled to one vote.

4.13 Voting is by show of hands.

4.14 Voting by proxy is not permitted.

4.15 Under extenuating circumstances a vote can be held via electronic mail.

4.16 Special meetings can be conducted without a member of the Executive, if the meeting is being conducted by a Committee created by the Executive.

4.17 Minutes will be taken at all General and Special Meetings and distributed to the Directors via e-mail or at the next General or Special Meeting.

4.18 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

## **Part 5 - Directors and Officers**

5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws, or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:

- i) All laws affecting the Society;
- ii) These by-laws; and
- iii) Rules, not being inconsistent with these by-laws, which are made from time to time iv) the Society in a general meeting.

5.2 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The following Directors shall be selected at each Annual General Meeting of the Society in the following order:

- i. President
- ii. 1st Vice President
- iii. 2nd Vice President
- iv. 3rd Vice President
- v. 4th Vice President
- vi. 5<sup>th</sup> Vice President
- vii. Secretary
- viii. Treasurer
- ix. Registrar

5.4 Separate elections shall be held for each elected Office to be filled.

5.5 An election may be by acclamation; otherwise it shall be by ballot.

5.6 If no successor is elected, the person previously elected or appointed may continue to hold office.

5.7 The Directors of the Society may delegate any of their responsibilities to other Members of the Society.

5.8 The Directors of the Society shall be the elected Officers together with the immediate past President of the Society and the number of which shall be determined from time to time at a general meeting.

5.9 The Directors and Officers shall retire from office at each Annual General Meeting when their successors shall be elected. A retired Director can be an elected successor to the same position.

5.10 The Directors may at any time and from time to time appoint , by majority vote of the Directors present, a member as an Officer and Director to fill a vacancy occurring between Annual General Meetings.

5.11 A Director and Officer so appointed holds office only until the next Annual General Meeting of the Society, but he or she will be eligible for re-election at that meeting.

5.12 An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.

5.13 The Directors may by special resolution remove a Director before the expiration of his or term of office, and may elect a successor to complete the term of office.

5.14 Directors and Officers must not be remunerated for being or acting as a Directors or Officers, but must be reimbursed for all expenses necessarily and reasonably incurred by the Director or Officer while engaged in the affairs of the Society.

## **Part 6 – Proceedings of Directors**

6.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 The President shall be chair of all meetings of the Directors but may assign another Director to chair a meeting. If the President is not present within 30 minutes after the time appointed for holding a meeting, the Vice President shall act as chair. The Vice President may also assign another Director to chair a meeting. If neither the President nor Vice President is present the Directors present may choose one of their number to be chair at that meeting.

6.3 A Director may at any time, and the Secretary, on the request of the Directors, shall convene a meeting of the Directors.

6.4 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.

6.5 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

6.7 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.

6.8 The members of a committee may meet and adjourn as they think proper.

6.9 Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

6.10 In case of an equality of votes the chair does not have a second or casting vote.

6.11 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

## **Part 7- Duties of Directors**

7.1 The President shall:

- i. Preside at all meetings of the Society and of the Directors;
- ii. Supervise the other Officers in the execution of their duties, and supervise the general operation of the Society;
- iii. Be a member of all committees and must be notified as to the time and place of each meeting;
- iv. Be a signing Officer for the Society;
- v. Appoint auditors to examine the Society's accounting records as required;
- vi. Be a delegate to the governing Provincial Society Annual Meeting;
- vii. Be a delegate and/or shall appoint delegates from the Executive Committee to attend Lower Mainland Commission, Minor Directorate, Pacific Field Lacrosse League, British Columbia Lacrosse Association and Killarney Community Center meetings where required; and
- viii. Have the power,
  - a. To subject to the approval of the Executive Committee, replace any elected or appointed member whom he or she feels is not fulfilling his/her duties.
  - b. To suspend any team, player, team official, or referee for breach of the code of conduct or fair play standard pending review by the Discipline Committee.

7.2 The Past President shall:

- i. Be an assistant to the President as long as he/she holds office;
- ii. Ensure that all records of the Society are transferred to the new Executive Committee following the Annual General Meeting;
- iii. Ensure that all business pertaining to the retiring Executive Committee has been dealt with and transferred to the new Executive Committee as the case may be; and
- iv. Play a supporting role to the Executive Committee to ensure continuity and carry out duties as agreed to with the Executive Committee.

7.3 The 1st Vice –President – Box Lacrosse shall:

- i. Supervise the general operation of the box lacrosse discipline for the Society;
- ii. Take a leadership role with the President with respect to box lacrosse;
- iii. fulfill all duties of the President in his or her absence;



- iv. Make recommendations to the Executive Committee for the positions of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee; and
- v. Be a signing Officer for the Society.

7.4 The 2nd Vice-President – Field Lacrosse shall:

- i. Supervise the general operation of the field lacrosse discipline for the Society;
- ii. Take a leadership role, with the President, with respect to field lacrosse;
- iii. Fulfill all duties of the President in the absence of the President and 1st Vice-President
- iv. Make recommendations to the Executive Committee for the positions of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee; and
- v. Be a signing Officer for the Society.

7.5 The 3rd Vice –President – Equipment

- i. Assist the President where required;
- ii. Fulfill the duties of the President in the absence of the President, 1st Vice – President;
- iii. Be the equipment manager for the Society and as such shall:
  - a. Allocate equipment to the teams;
  - b. Arrange for maintenance, repair and storage of all equipment owned by the Society;
  - c. Issue goal equipment to each team;
  - d. Keep an accurate record of all equipment owned by the Society and furnish an Annual Report of same or at any time on the request from the Executive Committee; and
  - e. Maintain first aid supplies and distribute to each team.

7.6 The 4th Vice-President – Scheduling, Parks

- i. Be responsible for co-ordinating schedules for all divisions submitted by the respective leagues;
- ii. Be responsible for appointing box, arena and field allocators as required;
- iii. Be responsible for ensuring that all game and practice times at Society facilities has been allocated as follows: abiding by the applicable league rules; adhering to age and caliber concepts (for example, Midget A1 will select home game slot prior to Midget B and Bantam A1 etc.) ;
- iv. Working with and development of coaches; and
- v. Be the liaison with Vancouver Parks and Recreation.

7.7 The 5th Vice-President – Girls Lacrosse shall:

- i. Supervise the general operation of the girl's lacrosse for the Society;
- ii. Be an assistant to the President with respect to girl's lacrosse;

- iii. Make recommendations to the Executive Committee for the positions of Head Coach and Head Referee, complete with resume, for ratification by the Executive Committee.

7.8 The Secretary shall:

- i. Conduct the correspondence of the Society as it relates to meetings and business of the Executive;
- ii. Issue notices of meetings of the Society and Directors;
- iii. Keep minutes of all meetings of the Society and Directors;
- iv. Have custody of all records and documents of the Society, except those required to be kept by the Treasurer or Registrar;
- v. Have custody of the common seal of the Society;
- vi. Maintain the register of members;
- vii. Appoint an assistant with the approval of the Executive Committee; and
- viii. If required, be a signing Officer of the Society.

7.9 The Treasurer shall:

- i. keep the financial records, including books of account, necessary to comply with
- ii. render financial statements to the Directors, members and others when required; c) be responsible for all Society banking; d) be a signing Officer for the Society; and e) be responsible for submitting and monitoring all grant and fund raising applications applicable to the Society as a whole.

7.10 The Registrar – Box and/or Field shall:

- i. Maintain player records;
- ii. Be responsible for coordinating initial registration at the beginning of each season;
- iii. Help set registration fees and registration schedules
- iv. Be responsible for submitting all team registration forms to the British Columbia Lacrosse Association;
- v. Be responsible for obtaining registration forms and directories from the British Columbia Lacrosse Association's office.

## **Part 8 – Player Registration Fees**

8.1 Each player registered with the Association shall be assessed an annual registration fee, set by the Executive, prior to the current season's registration period. This fee will include any assessments by the British Columbia Lacrosse Association.

8.2 The Executive shall have the discretionary power to waive or delay payment of player registration fees in extenuating circumstances.

8.3 No player shall be allowed to participate in a practice or game if his or her registration fee remains unpaid the only exception relating to By Law 8.2 or delays in the processing of sponsorship funds.

## **Part 9 – Borrowing**

9.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by the issue of debenture.

9.2 No debenture must be issued without the sanction of a special resolution.

9.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

## **Part 10 – Auditor**

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

10.3 At each Annual General Meeting the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor must be promptly informed in writing of appointment or removal.

10.6 A Director or employee of the Society must not be its auditor.

10.7 The auditor may attend general meetings.

## **Part 11 – Notices to Members**

11.1 Notice of any annual, general or extraordinary meeting may be given to a member

- i. By email, mail or fax.
- ii. Personally; or by prepaid mail to the last address provided to the Society, in which case it shall be deemed to be delivered, if posted in B.C. prior to the last posted mail pickup time, on the third day (excluding Saturdays, Sundays and holidays) after mailing; or;
- iii. By fax to the last fax address (if any) provided to the Society or;
- iv. By email to the last email address (if any) provided to the Society or ;

- v. By posting notice of the meeting on the Society's website; or
- vi. By advertising the meeting in any newspaper circulating in the City of Vancouver.

11.2 Notice other than a posting on the website or advertising in any local newspaper of a general meeting must be given to:

- i. every member shown on the register of members on the day notice is given; and
- ii. the auditor.

11.3 No other person is entitled to receive a notice of general meeting.

## **Part 12 – By-laws**

12.1 These by-laws must not be altered or added to except by special resolution.

12.2 Recommendations for amendments to the Constitution and By-laws shall be submitted to the Secretary of the Society in writing 30 days prior to the Annual General Meeting. All recommendations brought to the floor in the form of a motion must carry a special resolution vote of those attending the Annual General Meeting to pass.

## **Part 13 - Code of Conduct**

13.1 It is every member's responsibility to make every effort to heighten the image and dignity of the Association and the sport of Lacrosse as a whole and to refrain from behavior which may discredit or embarrass the Association or the game.

13.1 All VMLA members, players, volunteers shall:

- i. Not use foul or negative language of any kind;
- ii. Always be courteous and objective in dealings with other members;
- iii. Shall not verbally or physically abuse any game official, participant or spectator, regardless of association or circumstance;
- iv. Demonstrate courtesy, respect and good sportsmanship towards all game officials, participants, spectators or facility staff regardless of affiliation or circumstance;
- v. Develop community spirit and pride in our association;
- vi. Respect all facilities utilized by our Association, as well as any staff of those facilities;
- vii. Abide by all Fair Play standards as established by the Association;
- viii. Take all necessary steps to report any incident involving a breach of this code of conduct or any other code of conduct which would bring VMLA or any of its Affiliated Associations into disrepute;
- ix. Adhere to BCLA's Social Media Policy.

## **Part 14 – Discipline**

14.1 Any of the following behaviour may result in expulsion or suspension of the offending member:

- i. Criminal behaviour of any kind;
- ii. Harassment of any kind;
- iii. Breaches any of the Code of Conducts of the CLA, BCLA, Affiliated Leagues or the VMLA Fair play standards;
- iv. Use of a position within the VMLA for unauthorized personal and or material gains or breaches of their fiduciary duty to the VMLA;
- v. Willful circulation of false or malicious statements, derogatory to any other member of our or any other Association or Affiliated group;
- vi. Counseling to ignore or breach these by-laws, written VMLA policies and or any other rules or regulations of our Association or Affiliates;
- vii. Behaviour which is detrimental to the VMLA, its Affiliates, the sport of Lacrosse or the players, spectators or officials;

14.2 The VMLA recognizing that it is responsible to enforce its rules to ensure the continued enjoyment of the sport and the proper operation of the club, shall set up a discipline committee of members appointed by the President and approved by the executive, who shall be responsible for investigating reports of a breach as set out above and, at their discretion and where appropriate, take whatever action they deem necessary to address the breach including suspension of a team, player or member.

14.3 The Discipline committee must provide the suspended individual with written detailing the reasons for the suspension.

14.1 The Discipline committee may, at its discretion, allow a person who may be affected its decision the opportunity to respond to any allegation made against the person and may set up its own rules and procedures to ensure both fairness and expediency in its functions. Procedures relating the discipline will be outlined in the Association's Policy manual.

14.5 The discipline committee may also review decisions of the President upon written request from a member in good standing.

## **Part 15 – Official Affiliations**

15.1 The VMLA is affiliated with the following governing boards ("affiliated governing boards")

- i. The Canadian Lacrosse Association (hereafter referred to as the "CLA")
- ii. The British Columbia Lacrosse Association (hereafter referred to as the "BCLA")
- iii. The Lower Mainland Minor Lacrosse Commission (hereafter referred to as the "LMMLC")
- iv. The Pacific Coast Field Lacrosse League (hereafter referred to as the "PCFLL")

v. The Killarney Community Center Society League (hereafter referred to as the “KCC”)

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

## **Part 16 – Dissolution**

16.1 Upon winding up or dissolution of Vancouver Minor Lacrosse Association the asset which remain after all cost, charges and expenses which are properly incurred in the winding up shall be distributed to the British Columbia Lacrosse Association, or if that association is no longer in existence then such other charitable organization or organizations in British Columbia having a similar charitable purpose.