



BYLAWS OF QUEEN CITY MINOR BOX LACROSSE

Name

1. The name of the Association is Queen City Minor Box Lacrosse (referred to in these bylaws as **QCMBL**).

Membership

2. (a) *Member*: Shall mean any person who has become eligible for admission pursuant to paragraph 2 (b) hereof; and has been accepted by the Board.

(b) *Eligibility*: All members of the Association must be residents within the current QCMBL boundaries as outlined by Sask Lacrosse or be granted membership by the Board.

i. *Family*: A maximum of 2 parents or legal guardians in a family of 1 or more registered players shall be members. If there is only 1 child/registered player in that family, the parents/guardians shall have only 1 vote between them and shall elect 1 person to cast the vote.

ii. *Volunteers or Coaches*: Any volunteers or coaches who are granted membership by the Board shall become a member of the Association.

iii. *Associate Teams*: Associate teams and its participating members, coaches, managers, players or parents granted by QCMBL to participate in league play are not eligible for QCMBL membership and will hold no power or votes at any QCMBL AGM or member meetings.

3. All members will pay the prescribed fees set by the Board for their child to be eligible to play in the annual QCMBL minor lacrosse program. Failure to pay within the prescribed time will provide grounds for temporary suspension of membership and of their child's eligibility to participate in the program effective upon notice of the arrears. If the arrears are not paid promptly following notice from the Board, the Board may by resolution make the suspension indefinite.

4. The Directors may expel or suspend any members from membership and/or their children from participating in the annual QCMBL minor lacrosse program if:

(a) the conduct of the member or the member's child, is determined by the Directors, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of the QCMBL; or

(b) the member or the member's child willfully commits a breach of the bylaws or the policies, rules or regulations of the QCMBL that are in effect at the time. No member or the member's child will be expelled or indefinitely suspended without being notified of the charge or complaint against them and without having first been given an opportunity to be heard by the Directors at a meeting of the Directors called for that purpose.

5. Members may resign by written notice to the Directors. The effective date of resignation will be the date on which the notice is received by the Directors.

6. A member will remain liable for payment of any dues, fees or amounts levied or which become payable by it to the QCMBL prior to the effective date of their resignation. Any member who resigns or is expelled from the QCMBL will forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Directors, the member who has



been expelled or suspended or whose child has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time.

7. Membership in QCMBL shall be from year to year, or such further period as may be directed by the Board.

8. The Directors will maintain a list of current members together with an address for notice for each member.

9. Each member will provide the Directors with a mailing address for notice and, if available and requested by the Directors, a telephone number and e-mail address, if any. If e-mail addresses are available and provided to the Directors, they may be used for the purposes of notice required to be given to members pursuant to these bylaws. Each member will be responsible for informing the Directors of any change of mailing address, phone number or e-mail address that occurs while a member is in good standing. For the purposes of giving notice to a member, the last information on the books and records of the QCMBL will be the address to which notice must be sent. If notice is sent by mail or e-mail, it will be considered received as of the day it was sent. If the notice is by telephone it will be considered received when the member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail.

10. *Privileges:* Any member in good standing and over the age of 18 years shall be eligible to hold office as a Director. Shall be entitled to nominate persons for any elective office and is entitled to one vote at any general meeting of the Association. A member shall be permitted to attend all Board meetings upon written notice, but shall have no voting privileges thereat. Members who wish to attend a scheduled Board meeting must give a written notice to the Secretary seven (7) days prior to the scheduled meeting date.

Meetings

11. All meetings shall be conducted under the Roberts Rules of Order

12. *Frequency:* Annual General Business meetings shall be held at least once a year between November of the current year and April of the following year at the call of the Secretary as directed by the Board. The members may meet at any other time, if a meeting of members is called by the President, the Directors or by written request of any 50 members, addressed to the President. A written request of the members to hold a meeting will contain the reasons for calling such a meeting. The members may consider and vote on any matters that properly come before them at any meeting of members.

13. *Meetings of Directors:* The Board of Directors shall convene regularly for a minimum of eight (8) meetings during the period between the date of the last election of directors and the next proposed Annual General Meeting of members. A meeting of the directors may be convened by the President, or upon the written request of any 2 Directors given to the Secretary. Notice of any such meeting shall be communicated to each Director not less than three (3) days before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the directors are present.

14. *Annual General Meeting:* The members of the QCMBL will meet at least once every year for the purposes of electing the Board of Directors of the QCMBL; presenting the financial statements and the auditor's report to the members; and presenting the reports of the Board of Directors.

- (a) Quorum: 5% of the membership who have a vote shall constitute a quorum.
- (b) Proxy: No proxy votes shall be allowed.



15. All meetings of members at which members may be asked to vote on a resolution of members will require at least fifteen (15) days prior notice of the meeting to the members. Such notice will specify the date, time and place of the meeting and contain sufficient information for the members to make an informed decision with respect to the proposed resolution. If the meeting is called by the President or the Directors, then the notice of meeting will be prepared and mailed or e-mailed or posted clearly on the home page of the QCMBL website by the Directors. If the meeting is called by the members, then the notice will be prepared by the members calling the meeting and mailed or e-mailed or posted clearly on the home page of the website by the Directors. The members must provide the Directors with the notice prepared by them at least five (5) clear days prior to the last day for giving notice to the members.

16. All decisions of the members will be made by resolution passed by a majority of votes cast at a meeting of members or, if a Special Resolution is required, by a three quarters majority of the votes cast at a meeting of members. Voting will be by a show of hands unless in the circumstances the Chairman of the meeting determines that it is appropriate to use secret ballots or if any of the members' present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.

17. No error or omission in giving notice of any meeting or any adjourned meeting of members, whether annual, general or special, will invalidate such meeting or make void any proceedings or decisions made by the members at such meeting; unless such error or omission was caused by the willful or grossly negligent conduct of the Directors or Officers or any one of them. A member may at any time waive notice of a meeting by consent or by participation in the meeting.

Directors and Officers

18. The Board of Directors of the QCMBL will consist of the Past President, provided he or she remains a member in good standing, and not less than three (3) and not more than fifteen (15) other members in good standing who have been elected pursuant to these bylaws. The total number of directors will be determined by resolution of the members.

19. The Directors, or a nominating committee appointed by them, will submit a full slate of candidates for the offices of President, Vice-President(s), Secretary, and Treasurer and up to 10 additional directors to be elected at the Annual General Meeting. The slate of Directors will be given to the members with notice of the Annual General Meeting. All members whose names appear on the slate must have provided their consent to stand for election.

20. At any time up to the time of the commencement of the Annual General Meeting, any member may nominate any other member, with that member's consent, to stand for election to the Board of Directors. Nominations may also be made at the meeting.

21. If there are no nominees other than the slate provided by the Directors or the nominating committee, the slate will be declared elected at the meeting. If there are more nominations than positions and an election is required, the individuals receiving the most votes will be elected at the meeting. For the purposes of the election of Directors, each member will be entitled to cast one vote for each Director position to be filled at that meeting. Directors who have served their term will cease to hold office at the end of the annual general meeting.

22. Each year one half of the Directors will be elected to serve a two year term and will be eligible for re-election for successive or subsequent years, provided they remain a member in good standing. If the total number of Directors is not an even number then the number of Directors to be elected each year will be an even number one year and an odd number the next year. The even number and the odd number to be elected will be whole numbers that are closest to one half of the total number of Directors to be elected.



23. Any vacancy in the Board during a year may be filled by resolution of the majority of the remaining Directors. An individual appointed by the Directors to fill a vacancy will serve only until the expiry of the term of the Director whose vacancy is being filled.

24. Meetings of the Directors may be held at any time upon three (3) days prior notice of the meeting. All decisions of the Directors will be made by resolution passed by a majority of those present and voting at a meeting of the Directors.

25. A quorum for any meeting of Directors will be a majority of Directors. (50% + 1)

26. Any Director will fully disclose any conflict of interest and will not be eligible to vote on any resolution of the Directors that is related to the conflict of interest. For the purposes of this provision, the President may determine whether a conflict of interest exists, and if the matter involves a conflict for the President, then the matter may be determined by the Vice-President or a majority vote of the remaining Directors. Any decision involving an immediate family member of a Director will be deemed to be a conflict of interest.

27. Any Director may participate in meetings of the Directors by telephone providing the meeting facility is equipped with a sufficient speaker phone system. Permission to participate by telephone must be granted by the President or Vice President three (3) days prior to the meeting in question.

28. A resolution of the Directors signed by all of the Directors in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Directors.

29. If a Board member anticipates being absent from a Board meeting, the individual will contact the Chair of the Board as to the reason. If a Board member is absent three consecutive times without notice within a 12-month period, the Board member will be deemed to have resigned and the position declared vacant.

Powers and Responsibility

30. ***The Executive Committee*** will consist of the President, Vice-President(s), Treasurer and Secretary. The Executive Committee shall supervise and control the affairs of the Association between meetings of the Board pursuant to the guidelines established by the Board and shall deal with emergency matters when it is impractical or impossible to call a meeting of the Board for such purposes. The Executive Committee shall prepare the agenda for the Board meetings and have the necessary information presented to the Board on matters brought before it. It may divide the responsibility of the Association and its activities and its committees into fairly equal parts, each part becoming the responsibility of one of the directors. The Executive Committee shall be accountable to the Board and their recommendations shall be ratified by the Board prior to being enacted.

Authority

31. The Directors will manage the business and affairs of the QCMBL subject to these bylaws and any direction provided by resolution of the members. The Directors may delegate any of their authority to other Directors except authority to

- (a) expel or suspend members;
- (b) amend bylaws;
- (c) borrow money.



32. The President shall be the Chief Executive Officer of the Association. He shall be responsible for the coordination of the efforts of the Association. He shall act as chairman at all meetings of the QCMBL and of the Board. In the absence of the President, the Vice-President will act as chairman in the place and stead of the President and, in the absence of both, a chairman may be selected by a majority of those present. The President shall act as ex officio member of all committees and shall have the right to vote in such committees. The President shall submit a report of the year's activities on behalf of the Board at the AGM.

32. The Vice-President(s): The Vice-President(s) shall be responsible for the routine duties, which would otherwise be the responsibility of the President. The Vice-President(s) shall in the absence of the President, assume the President's responsibilities and duties.

33. The Secretary will keep accurate minutes of meeting of the members and the Directors; keep a record of all members of the QCMBL and their addresses, and if available and requested by the Directors, phone numbers, fax numbers and e-mail addresses; send notices of meetings unless otherwise directed by the President or the Directors; and have such other duties as may from time to time be delegated by the Directors.

34. The Treasurer will collect and receive all fees and assessments and other monies to which the QCMBL may from time to time be entitled and deposit such money into the bank account or accounts established for the use of the QCMBL. The Treasurer will be responsible for seeing that proper books and records of all of the QCMBL accounts and transactions are maintained. The Treasurer will present a full detailed account of receipts and disbursements to the Directors whenever requested and will prepare for submission to the Annual General Meeting a statement duly audited by a duly qualified independent accountant or accounting firm; and have such other duties as may from time to time be delegated by the Directors.

35. The Directors may delegate any of their authority to a committee or individual except its authority to:

- (a) borrow money;
- (b) expel or indefinitely suspend a member or a member's child; or
- (c) fill a vacancy on the Board of Directors.

36. The books and records of the QCMBL may be inspected by any member of the QCMBL at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

37. Directors will at all times have reasonable access to the books and records of the QCMBL maintained by the Secretary or Treasurer.

38. The President or Vice-President and either the Secretary or Treasurer will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of the QCMBL, on behalf of the QCMBL, except for cheques which will require the two signatures of the Treasurer, the Secretary, the President or Vice-President.

Fiscal Year

39. The fiscal year end of QCMBL will be December 31st of each year.



Auditors

40. The directors may appoint an auditor of the Association for the current fiscal year, and fix the remuneration to be paid to him by the Association for rendered services.

Borrowing

41. The Directors may borrow money in such manner and for such purpose as it thinks fit, subject to prior approval of the members by Special Resolution.

Amendment of By-Laws

42. (a) Restriction: The By-laws of the Association shall not be amended, altered, rescinded or added to except by a special resolution.

(b) Special Resolutions: For the purposes of the Association, "special resolution" shall mean a resolution passed by a no less than three-fourths of such members entitled to vote as are present in person at a general meeting of which not less than 21 days' notice has been duly given. Any amendment will have full force and effect at the time it has been registered with the Registrar of Corporations.

Remuneration

43. Unless otherwise authorized by resolution at any meeting of members, no Officer or Director will receive any remuneration for his or her services. With prior approval of the Directors, any Director or Officer will be reimbursed for any reasonable out-of-pocket costs incurred by him or her in carrying out their authorized duties.

Liability

44. It is understood that Directors and Officers assume their positions on the condition that the Director or Officer, his or her executors, administrators and assigns will be reimbursed for any monetary loss incurred by him or her as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors and Officers unless such loss is caused by the gross negligence or willful act of the Director or Officer.

Policy Manual

45. The Directors may from time to time create, make and amend such policies and regulations identified in the QCMBL Policy Manual as they consider appropriate for the governance or regulation of the activities of the QCMBL, its members, the children of members or any of its volunteers, including but not limited to its coaches, provided such policies and regulations are not inconsistent with these bylaws.

Removal of Directors and Officers

46. The Members, by ordinary resolution, or the Directors, by resolution, may remove any Director or Officer if:

(a) the conduct of the Director or Officer is improper, unbecoming or contrary to the best interest or reputation of the QCMBL; or

(b) the Director or Officer willfully or negligently commits a breach of the Bylaws or the policies,



rules or regulations of the QCMBL that are in effect at the time.

Distribution of Property

47. The Association shall be dissolved upon special resolution of Members. Upon the dissolution of the QCMBL and after the payment of all debts and liabilities, the remaining property of the QCMBL shall be distributed or disposed of to charitable organizations or to organizations, the objects of which are beneficial to the community.

These bylaws have been approved by the Directors effective as of the 24th of March, 2009 and adopted by the members effective the 24th day of March, 2009.

Signed by the President on behalf of the Queen City Box Lacrosse Association at the City of Regina, in the Province of Saskatchewan, this 24th day of March, 2009.

Bob Frei

President Bob Frei

Adopting Members March 24th, 2009

Bob Frei
Jocelyn Schindel
Pat Hain
Brenda Mayer
Lisa Duncan
Judy Larson
Don Larson
Mark Hunter
Paul Roberts
Dave Oats
Ray Maher
Kim Maher
Kevin Hoftyzer
Wendi Goebel