

Lincoln Lacrosse Association

“Organization” refers to: Lincoln Lacrosse Association

ARTICLE I GENERAL

- Purpose – These By-laws relate to the general conduct of the affairs of the **Lincoln Lacrosse Association**.
- Definitions - The following terms have these meanings in these By-laws:
 - *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
 - *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - *Board* – the Board of Executive or Director s of the Corporation.
 - *Corporation* – the **Lincoln Lacrosse Association**.
 - *Days* – days including weekends and holidays.
 - *Executive or Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - *Executive*– an individual elected or appointed to serve as an Executive of the Corporation pursuant to these By-laws.
 - *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
- Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

- Categories – The Corporation has the following categories of Member (We recommend only one membership class):
 - Individual Member – Any individual, who is a participant, coach, official, referee, or administrator, who is registered with a Club Member or directly with the Corporation and has who agreed to abide by the Corporation’s By-laws, policies, procedures, rules, and regulations.

Admission and Renewal of Members

- Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
 - The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - The candidate member has paid dues as prescribed by the Board;
 - The candidate member agrees to uphold and comply with the Corporation’s governing documents;
 - The candidate member meets any other condition of membership determined by the Board;
 - The candidate member has met the applicable definition listed in Section 2.1; and
 - The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

- Year – Unless otherwise determined by the Board, the membership year of the Corporation will be November 1st to October 31st.
- Dues – Membership dues will be determined annually by the Board.
- Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Transfer, Suspension, and Termination of Membership

- Transfer – Membership in the Corporation is non-transferable.
- Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- Termination – Membership in the Corporation will terminate immediately upon:
 - The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;

- The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
 - Resignation by the Member by giving written notice to the Corporation;
 - A decision made by a panel in accordance with the Corporation's applicable discipline policies;
 - Dissolution of the Corporation;
 - The Member's death; or
 - By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.
- May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.
 - Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
 - Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

Good Standing

- Definition – A Member will be in good standing provided that the Member:
 - Has not ceased to be a Member;
 - Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - Has completed and remitted all documents as required by the Corporation;
 - Has complied with the By-laws, policies, and rules of the Corporation;
 - Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - Has paid all required membership dues.
- Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:
 - To serve as an Executive or Director or Executive of the Corporation;
 - To be a member of a Committee of the Corporation;
 - To attend, participate, and vote at meetings of the Members;
 - To participate in the Corporation's activities; and
 - To participate in other events associated with the Corporation.
- Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

- Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within twelve (12) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than thirty (30) days before the annual meeting, with a copy of the approved financial statements, auditor's report, or review engagement report.
- Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Executive or Director s or Members, as the case may be, may determine that the meeting be held entirely by electronic means that permit all participants to communicate adequately with each other during the meeting.
- Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Executive or Director s, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Executive or Director s, and the text of any resolutions or amendments to be decided.
- Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- Quorum – Fifty-one percent voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- Closed Meetings – Meetings of Members will be closed to the public except by invitation of the

Board.

- Agenda – The agenda for the Annual Meeting may include:
 - Call to order
 - Establishment of quorum
 - Appointment of scrutineers
 - Approval of the agenda
 - Approval of minutes of the previous Annual Meeting
 - Presentation of reports
 - Report of Auditors (if any)
 - Appointment of Auditors (if any)
 - Business as specified in the meeting notice
 - Election of new Executive or Director s
 - Adjournment

- Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

- Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Executive or Director s, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

- Voting Rights – Members will have the following voting rights at all meetings of the Members:
 - Individual Members will have one vote each.

- Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

- Voting on Fundamental Changes – Each class of Member will be permitted to vote separately on fundamental changes affecting the Corporation.

- Voting by Mail or Electronic Means – A Member may vote by electronic means if:
 - The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means.
 - The votes may be verified as having been made by the Member entitled to vote; and
 - The Corporation is not able to identify how each Member voted.

- Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

- Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President of the Corporation shall cast the deciding vote.
- Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

- Executive or Directors– The Board will consist of five (5) executive members and sixteen (16) directors
- Composition of the Board - The Board will consist of the following:
 - Executive Members (5)
 - Past President (non-voted position)
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Directors (16 members)
 - Director of Rep Field/Box (2 separate positions)
 - Director of Paperweight/Soft Lacrosse
 - Director of Registration
 - Director of Scheduling
 - Director of Recruiting
 - Director of Sponsorship/Fundraising
 - Director of Equipment
 - Director of Marketing and Communications
 - Director of Volunteers
 - Director of Merchandise and Awards
 - Director of Tournaments and Special Events
 - Director at Larges (4)
- Duties of the Board
 - All members of the board must be in attendance in all regularly scheduled meetings
 - If a member cannot be present at a meeting a proxy should be sent on their behalf
 - Members are expected to participate in all volunteer and social events held by the association
 - Members are expected to assist in recruiting events (ex. Try before you buys, training camps etc)
 - Members should maintain the equipment room
- Duties of the Members
 - Past President
 - Advise the board of past decision history
 - Be responsible for the association disciplinary committee
 - Responsible for the annular meeting
 - Assist the President as and when requested

- President
 - Chair all association, executive, board, annual and special meetings
 - Oversee all the Association's business to see that it is conducted as directed by the board
 - Represent the Association at the annual Meeting of the Ontario Lacrosse Association
 - Be a signing officer of the association
 - Act as an Ex-officio member of all committees of the Board
 - In conjunction with the Secretary, devise and prepare an agenda for circulation to the Board of Executive or Director s in advance of the next meeting
 - Be one of association representatives on the Zone Board
 - Be the main contact person for all matters dealing with Ontario Lacrosse Association and Zone 9.
- Vice President
 - Be responsible for all aspects of the Association's House league and Travel teams
 - Be responsible for all aspects of association's Rep Program
 - Be the association's Main Representative on the Zone Board
 - Be a signing officer of the association
 - Represent the President in their absence
- Secretary
 - Receive and disperse all correspondence
 - Record and distribute minutes of all Executive, Board, Annual and Special Meetings of the association
 - Assist other Board members with correspondence, as required
 - Schedule and advise all Board members of meeting dates, times, locations, etc.
 - In conjunction with the Executive Committee, devise, prepare, and distribute an agenda in advance of the meeting
 - Be the main contact person for all matters dealing with Ontario Lacrosse Association and Zone 9
- Treasurer
 - Be responsible for all financial accounting of the association
 - Sign all financial documents of the association
 - Be responsible for creating and distributing the budget
 - Prepare the association operating cost available prior to the AGM and at the end of the season
 - Provide a monthly statement to all members of the board at each board meeting
 - Be a signing authority of the association
 - Responsible for all financial transactions (ex. Pay refs, timekeepers etc.)
- Director of Rep Field and Box Lacrosse (Two Separate positions)
 - Under the direction of the Vice-President be responsible for Rep Teams programs
 - Be responsible for officials
 - At the start of the season give the head coaches their team roster sheets
 - Ensure that all coaches are following Association Objectives (Fair and Equal Play) and rules. It is the responsibility of the coordinator be a liaison between coaches, team staff and the association
 - Be present for as many of the league games as possible. Many "small problems" can be corrected before they become "big problems" if dealt with immediately.
 - Liaise between the Executive and the coaches, players, and parents on such items as scheduling, fundraising, tournaments, rules, etc.

- Run/oversee any off-season training for their applicable program
- Arrange and conduct Coaches' courses (including paperweight)
- Make coaches and bench staff aware of certification courses
- Executive or Director of Paperweight and Soft Lacrosse
 - Responsible for working with Executive or Director of recruitment to promote paperweight and soft lacrosse program
 - Under the direction of the Vice President be responsible for the paperweight and soft lacrosse programs
 - Liaison between the executive, coaches, players, and parents on such items as scheduling, fundraising, tournaments, rules etc.
 - Run a paperweight/soft lacrosse camp in the off season
 - Recruit coaching on floor volunteers for the reason
- Director of Registration
 - Be responsible for the association's annual registration
 - Make coaches aware of certification opportunities
 - Inform Ontario Lacrosse Association of yearly coaching certifications
 - Be responsible for registering all members as needed for insurance as required by the constitution
 - Provide teams with their coaching/players cards
 - Responsible for ensuring eligibility of all players based on their boundaries
- Director of Sponsorship
 - Be responsible for all aspects of sponsorship, including solicitation of Rep Team sponsors as well as tournament sponsors
 - Distribute appreciation pictures to all association sponsors
 - Be responsible to the board for suggesting various fundraisers for the board's consideration
 - Be responsible for all fundraising activities
 - Run at least one to two major fundraising projects as determined by the board of Executive or Directors of the association
 - Communicates with all association sponsors how money was distributed
- Director of Equipment
 - Be responsible for equipment purchase, storage, distribution and pick up
 - Obtain quotes and equipment/jerseys as required by the association
- Director of Marketing and Communications
 - Be responsible for social communications, including Division game information.
 - Co-ordinate all areas of publicity, advertising, and public relations of the association
 - Develop and institute a promotional campaign to develop increased awareness of minor lacrosse
 - Work closely with the Board Members to publicize and promote all future and ongoing programs of the association
 - Be responsible for the association's website
- Director of Volunteers
 - Be responsible to the Association for the performance of all scheduling of volunteers
 - Work with finance to follow up and collect volunteer bonds from players
 - Ensure volunteer positions are filled at any event held by the association
 - Track volunteer hours of each family
- Director of Scheduling
 - Be the sole liaison for the floor procurement between the Arena and the association.

Floor time requirements for all games, practices, and tournaments for all associations leagues shall be submitted to the Town as per their requirements

- Assign the floor time schedules to rep league as required for games and practices throughout the season in a fair manner according to Board policy
- Inform all association coaching staff of the floor time policy regarding the scheduling, us of and cancellation of floor times assigned
- Ensure that all association teams receive a copy of their game and practice schedule in a timely manner
- Oversee the assigning of paid persons for Timekeeper/Score Keeper and 30 Second clock for a minimum of 3-hour time blocks
- Arrange with persons to attend the Timekeeper/Score Keeper and 30 Second clock training session to be carded, when session is offered
- Director of Recruiting
 - coordinate with board different recruiting events through off season
 - compile a list during recruiting events of potential players contact information
 - work with Director of marketing and publication to promote lacrosse
 - be present at any try before you buy, off season clinics etc. to liaise with parents
- Director of Merchandise and Awards
 - Be responsible for all trophy and awards
 - Be responsible for all association swag and clothing
- Director of Tournaments and Special Events
 - be responsible for signing up all rep teams for their tournaments
 - book accommodations for all teams if needed (including provincials)
 - responsible for overseeing any tournaments or fundays held by the association
 - liaise between other Executive or Director s to ensure all roles are being filled
- Director at Large
 - will be appointed to a subcommittee as decided by the association a needed
 - be available to assist as needed in any responsibility as delegated by the association

Eligibility of Executive or Director s

- Eligibility – To be eligible for election as an Executive Member or Executive or Director, an individual must:
 - Be eighteen (18) years of age or older;
 - Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - Have the power under law to contract;
 - Have not been declared incapable by a court in Canada or in another country; and
 - Not have the status of bankrupt.

Election of Executive or Director s and Executive

- Nominations - Any nomination of an individual for election as an Executive or Executive or Director will:
 - Include the written consent of the nominee by signed or electronic signature;
 - Comply with the procedures established by the Nominations Committee; and
 - Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
 - A non-board member, chosen by Association's Board of Executive or Director s at monthly Meeting, shall chair the elections at the Annual Meeting

- Incumbents – Current Executive or Executive or Director wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election twenty-one (21) days prior to the Annual Meeting.
- Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.
- Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- Election – Executive or Director s/Executive will be elected at each Annual Meeting as follows:
 - All members will be elected at the Annual Meeting
 - If a member position is still open, the position can be elected at a later date
 - With exception of the Past-President all positions are elected
 - A nominee not present can still be considered and elected
- Election – At each meeting of the Members at which elections are held, elections will be held for any Executive or Director and Executive position for which the incumbent Executive or Director 's/Executive term is expiring and/or any Executive or Director /Executive position that is vacant.
- Elections – Elections for each non-Executive or Director -at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
 - One Valid Nomination – Winner elected by Ordinary Resolution.
 - Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
- Executive or Director -at-Large Elections – Elections for Executive or Director -at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
 - Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
 - More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.
- Terms –
 - Executive or Director s will serve terms of one (1) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.
 - Executive will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from, or vacate their office.

Resignation and Removal of Executive or Director s/Executive

- **Resignation** - An Executive or Executive or Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When an Executive or Executive or Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Executive or Executive or Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- **Vacate Office** - The office of any Executive or Executive or Director will be vacated automatically if:
 - The Executive or Executive or Director no longer becomes eligible to serve as an Executive or Executive or Director;
 - The Executive or Director resigns;
 - The Executive or Director is found to be incapable of managing property by a court or under Ontario law;
 - The Executive or Director is found by a court to be of unsound mind;
 - The Executive or Director charged and/or convicted of any criminal offence related to the position;
 - The Executive or Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - The Executive or Director dies.
- **Removal** – An elected Executive or Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Executive or Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

- **Vacancy** - When the position of a Executive or Director becomes vacant for whatever reason and there is still a quorum of Executive or Director s, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.

Meetings of the Board

- **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Executive or Director s/Executive.
- **Chair** – The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.
- **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Executive or Director s at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Executive or Director s waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Executive or Director s is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- **Board Meeting With New Executive or Director s** – For a first meeting of the Board held immediately following the election of Executive or Director s at a meeting of the Members, or for a meeting of the Board at which a Executive or Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Executive or Director (s).

- Number of Meetings – The Board will hold at least ten (10) meetings per year.
- Quorum – At any meeting of the Board, quorum will be a majority of 3 Executive and 9 Directors.
- Voting – Each Executive or Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Executive or Director s present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- No Alternate Executive or Director s - No person shall act for an absent Executive or Director at a meeting of Executive or Director s.
- Written Resolutions - A resolution in writing signed by all the Executive or Director s is as valid as if it had been passed at a meeting of the Board.
- In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:
 - Discipline of any Executive or Director or Member;
 - Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
 - Recruitment and employment of personnel;
 - Acquisition of property or other contractual arrangements; or
 - Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Executive or Director s who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Executive or Directors

- Standard of Care – Every Executive or Director will:
 - Act honestly and in good faith with a view to the best interests of the Corporation; and
 - Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- Empowered – The Board is empowered, including but not limited to:
 - Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
 - Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
 - Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;

- Determine registration procedures, recommend membership dues, and determine other registration requirements;
- Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE VI COMMITTEES

- Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.
- Removal – The Board may remove any member of any Committee.
- Debts – No Committee will have the authority to incur debts in the name of the Corporation
- Committees
 - Executive Committee - shall be responsible for setting the agenda for the Board. The Executive Committee of the Board will be responsible for the day-to-day operations of the LLA as its management team, and will: report to the Board of Directors, operate as a committee of the Board of Directors, and be responsible to the Board of Directors. The Executive Committee of the Board will be comprised of the President, who shall chair the Committee, the Past President, the Vice-President, the Secretary, and the Treasurer.
 - Disciplinary Committee –Director of Rep Field and Box Lacrosse, Vice-President, and the Past President, who shall chair the Committee. In the absence of any of the above, or if any of the above must disqualify themselves as having a conflict or being involved in the grievance, the President shall become a member of this committee and in the absence of the Past President, the President shall chair the Chair. There shall always be three members of this committee hearing any grievance and if three of the above are unable to serve, the Board will appoint members as required to constitute a committee. Parents of players will be notified and are welcome to attend.
 - Coaches Selection Committee - The Coaches Selection Committee shall be comprised of the Vice President, Director of Rep Field and Box Lacrosse and Director of Paperweight/Soft Lacrosse and not less than 2 additional members as approved by the Board. In the absence of any of the above, or in the event that any of the above must disqualify themselves as having a conflict within a division, the President shall become a member of this committee. The Committee shall be responsible for interviewing and/or reviewing all head coaching staff requests for all Divisions and shall select head coaching staffs for the upcoming season,

subject to Board approval

ARTICLE VII FINANCE AND MANAGEMENT

- Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be November 1st to October 31st.
- Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- Auditors - At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Executive or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.
- Annual Financial Statements – The Executive or Directors will approve financial statements (evidenced by signature of one or more Executive or Director s) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - The financial statements
 - The auditor’s report
 - Any further information respecting the financial position of the Corporation
- Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
 - The Corporation’s articles and By-laws;
 - The minutes of meetings of the Members and of any committee of Members;
 - The resolutions of the Members and of any committee of Members;
 - The minutes of meetings of the Executive or Director s or any committee of Executive or Director s;
 - The resolutions of the Executive or Director s and of any committee of Executive or Director s;
 - A register of Executive or Director s;
 - A register of Officers;
 - A register of Members; and
- Account records adequate to enable the Executive or Director s to ascertain the financial position of the Corporation on a quarterly basis.
- Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least one (1) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any instrument or class of instruments may or will be signed.
- High Value Contracts – All financial instruments and contracts with a value larger than \$10,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing

authority of the Corporation.

- Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- No Remuneration - All Executive or Director s, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude an Executive or Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Executive or Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

- Conflict of Interest – A Executive or Director , Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

- Voting – These By-laws may only be amended, revised, repealed or added to:
 - Under the jurisdiction of the *Ontario Corporations Act*, by a Special Resolution at a meeting duly called to amend, revise, or repeal these By-laws. Any amendments, revisions, addition, or deletions will be effective immediately.
 - Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
 - By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
- Effective Date – By-laws amendments are effective from the date of the resolution of the Executive or Director s unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE

- Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Executive or Director, Officer, or Member, as applicable.
- Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Executive or Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

- Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

- Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Executive or Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Executive or Director or and any individual who acts at the Corporation's request in a similar capacity.
- Will Not Indemnify - The Corporation will not indemnify an Executive or Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:
 - The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- Insurance - The Corporation will, at all times, maintain in force such Executive or Director s and Officers liability insurance.

ARTICLE XII FUNDAMENTAL CHANGES

- Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following

fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- Change the Corporation's name;
- Add, change, or remove any restriction on the activities that the Corporation may carry on;
- Create a new category of Members;
- Change a condition required for being a Member;
- Change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- Add, change, or remove a provision respecting the transfer of a membership;
- Increase or decrease the number of, or the minimum or maximum number of, Executive or Directors;
- Change the purposes of the corporation;
- Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- Change the method of voting by Members not in attendance at a meeting of the Members; or
- Add, change, or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

- Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on October 25th, 2023.
- Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.