



CAROL PREST

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

#### **1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Association"** means the West Kootenay Minor Lacrosse Association;

**"Board"** means the directors of the Association;

**"Bylaws"** means these Bylaws as altered from time to time;

**"BCLA"** means the British Columbia Lacrosse Association;

**"WKMLA"** means the West Kootenay Minor Lacrosse Association;

**"South East Lacrosse Commission"** means the South East Kootenays Minor Lacrosse League (Zone 1) as defined by BCLA.

### **Definitions in Act apply**

#### **1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

#### **1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **The Association**

**1.4** The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its objects.

**1.5** In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to an organization in the Province of British Columbia promoting the same objects of this Association **as decided by the members of the Association.**

**1.6** The Association shall affiliate and work with the BCLA.

**1.7** The Association shall affiliate and work with the South East Lacrosse Commission.

**1.8** The Association shall pay entry fees as determined by the South East Lacrosse Commission to cover operating expenses of the Commission.

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## **PART 2 – MEMBERS**

### **Membership**

- 2.1** The members of the Association are the subscribers of the Constitution and Bylaws and those who subsequently become members in accordance with these bylaws.
- 2.2** Membership is open to:
- (a) Parents or legal guardians of players registered with WKMLA.
  - (b) Coaches, officials, elected and appointed members of the WKMLA Board who are associated with WKMLA.
  - (c) Individuals 19 years and older residing in the boundaries of WKMLA who have demonstrated a sincere interest and taken an active part in promoting the purposes of WKMLA.
- 2.3** All membership applications shall be submitted to the Board and, upon approval from the Board, the applicant shall become a member of the Association until the next annual general meeting.

### **Duties of members**

- 2.4** Every member must uphold the constitution of the Association and must comply with these Bylaws.

### **Amount of membership dues**

- 2.5** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

- 2.6** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- 2.7** A member may be expelled for reasons such as but not limited to not fulfilling the duties of a member. Expulsion is by a resolution approved by the Board. The notice of resolution must be accompanied by a written statement of the reason(s) for the proposed expulsion. The member who is the subject of the proposed expulsion will be given an opportunity to be heard by the Board before a decision is made.

### **Member not in good standing may not vote**

- 2.8** A voting member who is not in good standing:
- (a) May not vote at a general meeting, and

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- (b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.9** A person's membership in the Association is terminated when:

- (a) Membership fees remain unpaid for 6 consecutive months; or
- (b) Immediately upon decision from the Board for other reasons.

**2.10** A person whose membership is terminated may not reapply until after the next annual general meeting.

## **PART 3 –GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) Adoption of rules of order;
- (b) Consideration of any financial statements of the Association presented to the meeting;
- (c) Consideration of the reports, if any, of the directors or auditor;
- (d) Election or appointment of directors;
- (e) Appointment of an auditor, if any;
- (f) Business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;

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- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - i. the president,
  - ii. the vice-president, if the president is unable to preside as the chair, or
  - iii. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

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### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at a general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last general meeting;
- (e) Deal with unfinished business from the last general meeting;
- (f) If the meeting is an annual general meeting:
  - i. receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
  - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - iii. elect or appoint directors, and
  - iv. appoint an auditor, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or

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a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Association must have no fewer than 3 and no more than 15 directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, or to fill additional positions as required to conduct the business of the Association.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy, or until the next annual general meeting if a director is appointed to fill an additional position.

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## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least 24 hour's notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** Five directors present shall constitute a quorum at any Board meeting of the Association.

### **Voting**

**5.6** Each Board member shall be entitled to one vote. If a member holds more than one position on the Board, that member shall be entitled to one vote only.

**5.7** Voting by phone, email, text, virtual meetings or other electronic means is permitted provided that all directors have access the technology required to participate in the discussion, and that all discussions and votes related to the motions are communicated to all directors through "reply all". The intent of the BCLA Operating Policy Appendix G must be followed.

## **PART 6 – BOARD POSITIONS**

### **The Board**

**6.1** The Board of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and save as hereinafter provided, generally, may exercise all such powers and all such acts and things as the Association is by its Constitution or otherwise authorized to exercise or do.

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### **Election or appointment to Board positions**

**6.2** Elections of directors to the following Board positions, other than Immediate Past President who is automatically appointed, must be held at the annual general meeting, and a director, other than the president, may hold more than one position:

- (a) President;
- (b) Immediate Past President;
- (c) Vice-President;
- (d) Secretary;
- (e) Treasurer;
- (f) Registrar;
- (g) Head Coach;
- (h) Head Referee;
- (i) Referee Allocator;
- (j) Equipment Manager;
- (k) Floor Scheduler;
- (l) Tournament/Promotion Director;
- (m) Midget Director;
- (n) Bantam Director;
- (o) Peewee Director; and
- (p) Novice and Tyke Director.

**6.3** Directors of the Association, other than Division Directors, are elected for a two-year term. Division Directors are elected for a one-year term.

**6.4** Eligible candidates for the office of president must have served at least a one-year term as director of the Association. Where no such candidates exist, or candidates exist but are unwilling to stand, this requirement does not apply.

**6.5** The Head Coach shall be, at least, a certified Level 1 lacrosse coach. Where no such candidates exist, or candidates exist but are unwilling to stand, this requirement does not apply.

**6.6** The Head Referee shall be, at least, a certified Level 2 lacrosse referee. Where no such candidates exist, or candidates exist but are unwilling to stand, this requirement does not apply.



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### **Directors at large**

**6.7** Directors who are elected or appointed to positions on the Board in addition to the positions named in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.8** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.9** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.10** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) Issuing notices of general meetings and directors' meetings;
- (b) Taking minutes of general meetings and directors' meetings;
- (c) Keeping the records of the Association in accordance with the Act;
- (d) Conducting the correspondence of the Board; and
- (e) Filing the annual report of the Association and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.11** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.12** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Receiving and banking monies collected from the members or other sources;
- (b) Keeping accounting records in respect of the Association's financial transactions;
- (c) Preparing the Association's financial statements; and
- (d) Making the Association's filings respecting taxes.

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### **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

#### **Remuneration of directors**

**7.1** These Bylaws do not permit the Association to pay to a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

#### **Signing authority**

**7.2** A contract or other record to be signed by the Association must be signed on behalf of the Association:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.

### **PART 8 – CHANGES**

**8.1** Changes to the Constitution and By-Laws of the Association can be made by motion at the Annual General Meeting and passed by way of a special resolution. Notice of Motion shall be in writing to the President **at least** twenty-one (21) days prior to the Annual General Meeting.

**8.2** All changes to the Constitution and By-Laws of the Association may not be in contradiction with the BCLA Minor Operating Policy.

**8.3** Articles not covered under the WKMLA Constitution and Bylaws and Operating Policy shall be referred to the BCLA Constitution, Bylaws and Operating Policy.