

  
CAROL PREST

## BYLAWS OF

### ADANACS FIELD LACROSSE ASSOCIATION

#### PART 1 – INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- a. "Directors" means the directors of the Society for the time being;
  - b. "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "registered address" of a member means his address as recorded in the register of members;
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. 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

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these By-laws, and, in either case, have not ceased to be members. Any one parent or legal guardian of a child registered with the Society to play field lacrosse, and all Coaches, Managers, Directors, and any other person approved by the Directors are eligible for membership in the Society.
4. A person who is eligible for membership pursuant to By-law 3 may apply to the Directors or their designate and upon acceptance by the Directors or their designate such person becomes a member.
5. Every member shall uphold the constitution and comply with these By-laws.
6. The members at a general meeting of the Society may determine the membership dues, and any other fees payable by the members, if any.

7. A person shall cease to be a member of the Society:
  - a. in the case of a member who is a parent or legal guardian of a child registered with the Society, immediately upon the child ceasing to be registered with the Society to play field lacrosse;
  - b. by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, with the resignation effective from receipt by the Society or the date specified in the notice, whichever is later;
  - c. on his or her death, or in the case of a corporation on dissolution;
  - d. on being expelled; or
  - e. subject to By-law 12, on having been a member not in good standing for a period of 30 days.
8. A member may be expelled or suspended by a special resolution of the members passed at a general meeting.
9. The notice of special resolution for expulsion or suspension shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and, for a suspension, the proposed length of suspension.
10. A member may be expelled or suspended for a wilful violation of the Constitution or By-laws, for conduct that is improper, unbecoming, or likely to endanger the interests or reputation of the Society, or for any other serious breach of the rules or regulations of the Society.
11. The person who is the subject of the proposed resolution for expulsion or suspension shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him or her to the society and he or she is not in good standing so long as the debt remains unpaid. In order to be eligible to vote at a special general meeting or an extraordinary general meeting, a member must be registered as a member of the Society for at least 30 days prior to the date of the annual general meeting or extraordinary general meeting.

### **PART 3 – MEETINGS OF MEMBERS**

13. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

15. The directors may, when they think fit, convene an extraordinary general meeting.

16.1 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.

16.2 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 that meeting.

17. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

18. At every annual general meeting, except where the *Societies Act* otherwise requires or the law otherwise provides, no motion may be brought before the annual general meeting, including, without limitation, a motion to amend the Constitution or By-Laws of the Society unless such a motion has been received in writing by the Secretary of the Society at least 30 days prior to the Annual General Meeting so that notice of such motion can be distributed to the members of the Society prior to the annual general meeting.

19. Special business is:

- a. all business at an extraordinary general meeting except the adoption of rules of order; and
- b. all business at a general meeting except the adoption of rules of order; and
  - (i) the consideration of the financial statements;
  - (ii) the report of the directors;

- (iii) the report of the auditor, if any;
- (iv) the election of directors;
- (v) the appointment of the auditor, if required, and;
- (vi) the other business that, under these bylaws, 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.

20.1 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.

20.2 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.

20.3 A quorum is 3 members present or a greater number that the members may determine at a general meeting.

21. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from time appointed for the meeting, the members present constitute a quorum.

22. Subject to Bylaw 23, 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.

23. If at a general meeting:

- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
- b. 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.

24.1 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.

24.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

24.3 Except as provide in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

25.1 No resolution proposed at a meeting needs to be seconded and the chairman of a meeting may move or propose a resolution.

25.2 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

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

26.2 Voting is by show of hands.

26.3 Voting by proxy is not permitted.

27. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

28.1 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

- a. all laws affecting the society;
- b. these bylaws; and
- c. rules not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

28.2 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.

29.1 The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.

29.2 The number of directors shall be 5 or greater number determined from time to time at a general meeting.

30.1 Directors will be separated into two groups for the purposes of election only. Group A will consist of half of the Directors, including the President and the Treasurer. Group B will consist of the remaining half of the Directors including the 1<sup>st</sup> Vice-President and the Secretary. All positions will be for a term of two years but only the positions of one group will be elected each year so that there is continuity of experience on the Executive. Group A will hold elections on the even years and Group B will hold elections on odd years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. For the first Annual General Meeting following the adoption of these Bylaws, both Group A and Group B Directors will be elected with the Group B Directors having a term in office of just one (1) year.

30.2 Any director retired at an annual general meeting may run for office again.

30.3 An election may be made by acclamation, otherwise it shall be by ballot.

31. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

32.1 If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

32.2 No act or proceeding of the directors is invalid only due to the reason of there being less than the prescribed number of directors in office.

33. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

34. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the society.

## PART 6 – PROCEEDINGS OF THE DIRECTORS

35.1 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.

35.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

35.3 The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

35.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

36.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

36.2 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.

37. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman 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 chairman of the meeting.

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

39. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of the members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

40. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors, and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a. no notice of meeting of directors shall be sent to that director; and

- b. any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

41.1 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

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

42. No resolutions proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose resolution.

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

#### **PART 7 – DUTIES OF OFFICERS**

44.1 The president shall preside at all meetings of the society and of the directors.

44.2 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

45. The vice president shall carry out the duties of the president during his absence.

46. The secretary shall:

- a. conduct the correspondence of the society;
- b. issue notices of meetings of the society and directors;
- c. keep minutes of all meetings of the society and directors;
- d. have custody of all records and documents of the society except those required to be kept by the treasurer;
- e. have custody of the common seal of the society (if any); and
- f. maintain the register of members.

47. The treasurer shall:

- a. keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- b. render financial statements to the directors, members and others when required.

48.1 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

48.2 When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 28.2.

49. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### **PART 8 – SEAL**

50. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

#### **PART 9 – BORROWING**

52. 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 of repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

53. No debenture shall be issued without the sanction of a special resolution.

54. 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**

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

56. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

57. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

58. An auditor may be removed by ordinary resolution.

59. An auditor shall be promptly informed in writing of appointment or removal.

60. No director and no employee of the society shall be auditor.
61. The auditor may attend general meetings.

#### **PART 11 – NOTICE TO MEMBERS**

62. A notice may be given to a member, either personally or by mail or by email or by other electronic means to the member's registered address.
63. A notice delivered personally shall be deemed to be received on the date of delivery. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or other electronic means shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove the notice was properly addressed to the email address or other electronic address provided by the member at the time of their registration.
  - 64.1 Notice of a general meeting shall be given to
    - a. every member shown on the register of members on the day notice is give; and
    - b. the auditor, if Part 10 applies.
  - 64.2 No other person is entitled to receive notice of general meeting.

#### **PART 12 – BYLAWS**

65. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
66. These bylaws shall not be altered or added to except by special resolutions.
67. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.