



ROCKY MOUNTAIN LACROSSE LEAGUE

ALBERTA AMATEUR MAJOR LACROSSE

BYLAWS

Revised – November 17, 2019

The Rocky Mountain Lacrosse League BYLAWS

BYLAW 1 - NAME

The name of the organization is the Rocky Mountain Lacrosse League (the "RMLL")

BYLAW 2 - INTERPRETATION

2.01 INDEX AND HEADINGS

The insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

2.02 TERMS

The terms "Bylaws", "hereof", "herein", "hereunder" and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word "Bylaw" followed by a number shall mean the particular Bylaw being part of these Bylaws.

2.03 SINGULAR, PLURAL, GENDER

Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include all genders.

2.04 NOTICE

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

2.05 DEFINITIONS

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

- 1) "ALA" shall mean the Alberta Lacrosse Association;
- 2) "ALRA" shall mean Alberta Lacrosse Referees Association;
- 3) "Amateur" shall have that meaning as defined by the CLA from time to time;
- 4) "AGM" means the Annual General Meeting as provided for in these Bylaws;
- 5) "Appeal" means an appeal pursuant to these Bylaws;
- 6) "Appeal Fee" means that fee as defined and set out in these Bylaws and/or the Regulations;
- 7) "Appellant" means the Person initiating an Appeal by filing a Notice of Appeal;

- 8) "Bond" shall mean any amount of money to be held to cover all or part of any expense as security for the performance by a Franchise Holder of its obligations hereunder and under the Regulations;
- 9) "Bylaws" means these Bylaws, as amended from time to time;
- 10) "CLA" means the Canadian Lacrosse Association;
- 11) "Coach" means an individual meeting CLA Box Coaching Minimum Standards registered with the RMLL as a coach of a Franchise;
- 12) "Discipline" means correction, punishment, penalty, and without limiting the generality of the foregoing, shall include but not limited to suspension, fine, expulsion, loss of a Bond or Franchise Fee;
- 13) "Divisions" means levels of play in the RMLL;
- 14) "Division Commissioner" means an individual elected by the Franchises of the applicable Division, or in the absence of an elected individual, the individual appointed by the RMLL Executive as the interim commissioner to govern and administer a Division;
- 15) "Division Operating Policy" means the policy of a specific Division as defined in these Bylaws;
- 16) "Expulsion" means a permanent removal of the privileges of a Franchise, Franchise Holder, or a Member of a Franchise to participate in any RMLL sanctioned activity;
- 17) "Financial Statement" means the financial statements of the RMLL;
- 18) "Fiscal Year" shall have that meaning as defined in these Bylaws;
- 19) "Franchise" shall mean a team for which a Franchise Certificate has been issued by the RMLL;
- 20) "Franchise Holder" shall mean the body corporate to which a Franchise Certificate for a Franchise has been issued by the RMLL;
- 21) "Franchise Fee" shall mean the fee required to be paid annually to the RMLL by a Franchise Holder for a Franchise;
- 22) "Franchise Certificate" shall mean the certificate issued by the RMLL to a Franchise Holder for each Franchise held by such Franchise Holder;
- 23) "In writing" or "written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including facsimile, an/or e-mail, excluding instant messaging and SMS;
- 24) "Manager" means an individual registered with the RMLL as a manager of a Franchise;
- 25) "Member" shall mean each Franchise for which a Franchise Certificate has been issued by the RMLL;
- 26) "Member in Good Standing" shall mean a Member whose Franchise Holder has paid all monies owing to the RMLL (in the absence of approval from the RMLL Treasurer) or whose rights have not been suspended;

- 27) "Members of Member" shall mean the officers and directors of a Franchise Holder, the Players, Coaches, Managers and Trainers of a Member and the Minor Officials acting on behalf of a Member;
- 28) "Minor Officials" means those individuals who work as time-keepers, goal judges, penalty-box attendants and other individuals who may be required off the floor from time to time for the organized conduct of a game of Lacrosse;
- 29) "Notice of Appeal" means that notice as provided for in these Bylaws;
- 30) "Ordinary Resolution" means a resolution passed by 50% plus one of such parties entitled to vote on such resolution and who are present at a meeting;
- 31) "Parties to the Appeal" means the Appellant, Respondent, and such other persons as the Discipline and Appeals Commissioner, acting reasonably, shall direct and name;
- 32) "Person" and other references to persons, includes any individual, firm, body corporate, unincorporated body of persons, or association;
- 33) "Player" means an individual registered with the RMLL as a player on a Franchise;
- 34) "Player in Good Standing" shall mean a player who is not in arrears in any payments owing to their Member or whose rights have not been suspended;
- 35) "Quorum" shall have that meaning as defined in these Bylaws.
- 36) "Regulations" means the regulations of the RMLL for the governance, administration and advancement of Lacrosse;
- 37) "Respondent" means that authority that has made a decision or ruling that the Appellant has appealed;
- 38) "RMLL" shall mean the Rocky Mountain Lacrosse League;
- 39) "RMLL Executive" means the individuals elected or appointed pursuant to Section 6.01 of these Bylaws;
- 40) "Rules" means those rules of the game of Lacrosse as made from time to time by the CLA, ALA, RMLL and any applicable Division Operating Policy;
- 41) "Special General Meeting" means a meeting held in accordance with Section 8.04 of these Bylaws;
- 42) "Special Resolution" means a resolution passed by a majority of not less than three-fourths (3/4) of such parties entitled to vote on such resolution and are present at a meeting; and
- 43) "Suspension" means a temporary removal of a Franchise Holder, Member or a Member of a Member privileges to participate in RMLL sanctioned activities.

BYLAW 3 - MEMBERSHIP AND FEES

3.01

MEMBERSHIP

3.01.1 Membership in the RMLL shall consist of all the Franchises.

3.02 **EXPULSION AND SUSPENSION BY DIVISION**

3.02.1 A Member may be expelled or suspended from membership in the RMLL by a Special Resolution passed by the Members of that Division in a meeting of Members of that Division called for that purpose. No Member shall be expelled or suspended without being notified of the complaint against it and without having first been given a fair hearing by the Members of that Division.

3.02.2 Any decision by a Division to suspend or expel a Member shall not be effective until ratified by the RMLL Executive which shall hold a hearing for that purpose. Any ratification must be by a resolution of the RMLL Executive which is approved by a two-thirds (2/3) majority of the RMLL Executive at such meeting.

3.03 **EXPULSION AND SUSPENSION BY RMLL EXECUTIVE**

3.03.1 The RMLL Executive may, by a resolution approved by a two-thirds (2/3) majority of the RMLL Executive at a meeting expel or suspend any Franchise Holder, Member, or Member of a Member where the Franchise Holder or Member has failed to pay monies owed to the RMLL. No Franchise Holder, Member or Member of a Member shall be expelled or suspended without being notified of the complaint against it and without having first been given a fair hearing by the RMLL Executive.

3.03.2 The RMLL Executive may, by a resolution approved by a two-thirds (2/3) majority of the RMLL Executive at a meeting, put any Franchise Holder, Member, or Member of Member on probation, or may expel or suspend any Franchise Holder, Member or Member of a Member for conduct unbecoming or detrimental to the game of lacrosse. No Franchise Holder, Member, or Member of Member shall be put on probation, suspended or expelled without being notified of the complaint against it and without first being given a fair hearing by the RMLL Executive.

3.04 A Franchise Holder, Member or Member of a Member who withdraws, is suspended or expelled loses the rights and privileges of membership in the RMLL.

3.05 **FRANCHISE FEES**

- a) An annual Franchise Fee will be assessed to each Franchise Holder for each Franchise held.
- b) The annual Franchise Fee shall be determined annually by the RMLL Executive prior to the AGM. The fees so determined shall be subject to ratification by an ordinary resolution of the Members at the AGM and upon such ratification, the fees so determined shall become the annual Franchise Fees for Membership until the following AGM.
- c) In the event the Members do not ratify the Franchise Fee proposed by the RMLL at the AGM, the amount of the Franchise Fee for the upcoming year shall be the then current Franchise Fee or the Franchise Fee as determined by the Members at the AGM.
- d) The RMLL Executive shall, twenty-one (21) days prior to the AGM, notify the Members of a change to the Franchise Fee for the forthcoming year.

BYLAW 4 - BONDS

- 4.01** Each applicant for a Franchise is required to post with the Treasurer, a Bond in the amount set forth in the Regulations, with its Franchise application to the RMLL. This Bond will be retained by the RMLL in accordance with the Regulations.
- 4.02** Interest earned on Bond monies held by the RMLL (whether they be performance Bonds or other) shall become revenue of the RMLL and be allocated to general funds as earned.
- 4.03** The RMLL Executive may make withdrawals from the Bonds on deposit for fines assessed to any Franchise Holder or Member and charge that withdrawal to the specific Franchise Holder or Member fined. During the playing season, any deficit to a Member's Bond must be paid within seven (7) days after receiving notice of the deficit. If after the playing season, the deficit must be paid within fourteen (14) days after receiving notice of the deficit.

BYLAW 5 – CONFLICT OF INTEREST

5.01 DISCLOSURE OF CONFLICT OF INTEREST

Any member of the RMLL Executive, RMLL committee member, Franchise Holder, Member or Member of a Member who has, directly or indirectly, any interest in any contract or transaction to which the RMLL is or is to be a party, shall declare his, her or its' interest in such contract or transaction at a meeting of the RMLL Executive or Division or Committee, as the case may be, and shall at that time disclose the nature and extent of such interest.

5.02 No member of the RMLL Executive or an RMLL committee, Franchise Holder, Member or Member of a Member shall vote on any question:

- a) effecting a private company of which they are a shareholder;
- b) effecting a public company in which they hold more than one percent of the issued and outstanding shares;
- c) effecting a partnership or firm of which they are members or in which they have an interest;
- d) relating to a contract for the sale of goods or merchandise, or the provision of services to which they are a party;
- e) in which they have direct or indirect pecuniary interest, except questions of general benefit to a class of which they are, by statute, necessarily members; or
- f) effecting the placement or discipline of any player or personnel to whom they are directly related.

5.03 Any member of the RMLL Executive, RMLL committee member, Franchise Holder, Member or Member of a Member excluded because of the above shall so declare before the discussion of the question and shall not participate in the discussion or debate relating to such questions, and shall not vote on such question, provided that such party shall be included in the quorum with respect to such meeting.

BYLAW 6 - RMLL EXECUTIVE

6.01 The RMLL Executive shall consist of the following positions with the following term of office:

- 1) President (2 years)
- 2) Vice-President (2 years)
- 3) Executive Director (2 years)
- 4) Treasurer (2 years)
- 5) Commissioners for each Division (1 year)
- 6) Referee in Chief (2 years)
- 7) Discipline and Appeals Commissioner (2 years)
- 8) Development Commissioner (2 years)

6.01.1 The term of the office of President and Treasurer shall start in the same year, and the term of Vice-President and Executive-Director shall start in the term following or preceding the former terms of office. Each of the President, the Executive Director, the Vice-President and the Treasurer shall be elected by the Members at the AGM. The Commissioners shall be elected by the respective Divisions, the Referee in Chief is appointed by the ALRA and the Discipline and Appeals Commissioner and Development Commissioner shall be appointed by the RMLL Executive.

6.02 RESIGNATION

A member of the RMLL Executive may resign from office upon giving notice thereof in writing to the Executive Director and such resignation becomes effective in accordance with its terms or upon acceptance by the RMLL Executive.

6.03 EXPULSION

The Members may, by Special Resolution remove any member of the RMLL Executive before the expiration of his or her term of office and may, by Special Resolution elect another individual in his or her stead for the remainder of the term of the RMLL Executive member so removed.

6.03.1 The RMLL Executive may, by a resolution approved by a two-thirds (2/3) majority of the RMLL Executive present at such meeting, remove a member of the RMLL Executive who, in the opinion of the RMLL Executive has been or is being remiss or neglectful of duty or by conduct which impairs his/her performance as a RMLL Executive member. No member of the RMLL Executive shall be removed without being notified of the complaint against him or her and without first being given a fair hearing by the RMLL Executive.

6.03.2 Where a vacancy occurs on the RMLL Executive or in the event that the office is not elected, and a quorum then exists, the RMLL Executive then in office may appoint an individual to fill the vacancy for the remainder of the term of such office. If there is not then a quorum in office, the RMLL Executive then in office shall forthwith call a meeting of the Members to fill the vacancies, and, in default or if there are no RMLL Executive members then in office, the meeting may be called by any Member.

6.04 MEETINGS OF THE RMLL EXECUTIVE

Meetings of the RMLL Executive shall be held in Alberta and follow these Bylaws and where applicable Roberts Rules of Order.

- 6.04.1** Any RMLL Executive member may participate in a meeting of the RMLL Executive by conference call or other communications equipment by means of which all individuals participating in the meeting can hear each other, and any member of the RMLL Executive participating in a meeting pursuant to this subsection shall be deemed for the purposes of these Bylaws to be present in person at the meeting.
- 6.04.2** Meetings of the RMLL Executive shall be held at such place, at such time and on such day as the President or any four (4) RMLL Executive members may determine, and the President shall call meetings when directed or authorized by any four (4) RMLL Executive members, who shall state the business which is to be conducted at the said meeting. Notice of every meeting so called shall be given to each RMLL Executive member not less than forty eight (48) hours (excluding any part of a Sunday and of a holiday as defined by the Interpretation Act) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the RMLL Executive members are present or if those absent have waived notice or otherwise signified their consent.
- 6.04.3** The order of business at any regular meeting of the RMLL Executive shall be as follows:
- a) Call to order;
 - b) Roll call;
 - c) Reading and Approval of Agenda;
 - d) Reading and Approval of minutes;
 - e) Reports of RMLL Executive members;
 - f) Business arising from minutes;
 - g) Financial review;
 - h) Policy change;
 - i) New Business;
 - j) Next Meeting; and
 - k) Adjournment.
- 6.04.4** If there are agenda items which require specific RMLL Executive or committee members to be present, and they are not present, the Chair shall immediately have those items tabled to the end of the meeting. If at the end of all other business, those RMLL Executive or committee members are still not present, those items shall be tabled until the next meeting.
- 6.04.5** The minutes of the RMLL Executive meetings shall include motions considered and their disposition, reports received either explicitly or as attachments and shall be distributed to all members of the RMLL Executive.
- 6.04.6** All members of the RMLL Executive shall vote on every motion of an executive meeting, unless excused by resolution of the meeting from voting on a specific motion, or unless disqualified from voting by reason of a conflict of interest as provided for pursuant to these Bylaws.
- 6.04.7** The President shall not vote at meetings of Members, or the RMLL Executive, except in the case of a tie vote on any question, the President shall have the deciding vote.
- 6.04.8** No absentee voting shall be allowed.
- 6.04.9** An RMLL Executive member may request his/her vote to be recorded in the minutes.

6.05 **MOTIONS**

- a) Each RMLL Executive member, excluding the President or in his absence the Vice-President, shall have the privilege of proposing motions for consideration with

requirement of a seconder. The President or in his absence the Vice-President shall rule on the validity of any point of order. If a motion is ruled "out-of-order" by the President or Vice-President it shall be so recorded in the minutes along with the reasons stated for the ruling.

- b) Between meetings the President may elect to have a motion determined by email/fax ballot.
- c) E-mail votes/responses will only be accepted from the email address of the RMLL Executive member which is on file with the Executive Director. Otherwise, a faxed vote must be sent.
- d) A non-response to a ballot shall be deemed to be a vote in favor of the resolution.
- e) A resolution signed by all RMLL Executive members, shall be as valid and effectual as if it has been passed at a meeting of the RMLL Executive, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.

6.06

POWERS OF THE RMLL EXECUTIVE

For the purpose of carrying out the Mission Statement of the RMLL, the RMLL Executive shall manage the affairs of the RMLL, and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the RMLL and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the RMLL Executive includes, without limiting the generality of the foregoing, the following:

- a) supervision of the collection of fees and funds of the RMLL;
- b) approval of the annual RMLL budget;
- c) supervision of the expenditure of funds of the RMLL;
- d) to monitor and ensure that the Regulations of the RMLL are consistent to the Mission Statement of the RMLL;
- e) to borrow, raise or secure the repayment of money in such manner, and upon such terms and conditions as the RMLL Executive deems fit, and in particular by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of the RMLL, provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a Special Resolution of the Members;
- f) to approve all playoff schedules and formats;
- g) to interpret and enforce these Bylaws, the Regulations and Rules and the bylaws, regulations and policies of the CLA and ALA, for the betterment of lacrosse in the RMLL;
- h) to recommend, draft and prepare changes to these Bylaws, for approval of the Members at the AGM;
- i) to impose and enforce appropriate penalties upon the Franchise Holders, Members, Members of Members or other persons for violations or breaches of these Bylaws,

the Regulations and the Rules and the bylaws, regulations and policies of the CLA and ALA, or for any violation or breach of a decision or ruling of the RMLL Executive; and

- j) to appoint those RMLL Executive members who are not elected pursuant to the Bylaws and, from time to time, define the duties of RMLL Executive members and employees of the RMLL.

6.07 RMLL EXECUTIVE'S AUTHORITY – FINAL AND BINDING

Subject only to those rights of appeal as provided for herein and bylaws and regulations of the ALA and the CLA, all decisions, rulings and interpretations of the RMLL Executive are final and binding upon Franchise Holders, Members and Members of Members.

BYLAW 7 - DUTIES OF THE RMLL EXECUTIVE MEMBERS

7.01 PRESIDENT

7.01.1 The function of the President, with the assistance of and through the RMLL Executive, is to formulate and oversee RMLL policy and assist the Commissioners in achieving RMLL objectives in a business-like and timely manner.

7.01.2 The President is responsible for the following duties:

- a) call and chair all meetings of the RMLL Executive and Members;
- b) on an emergent basis, to discipline any Franchise Holder, Member or Member of a Member for unseemly conduct on or off the playing surface for a breach of these Bylaws, the Rules or the Regulations, subject always to the right to appeal as hereinafter provided;
- c) assist the Commissioners in dealing with RMLL operations;
- d) fully exercise the authority of the Vice-President, in the absence or inaccessibility of the Vice-President;
- e) represent the RMLL at all ALA meetings;
- f) assist in preparing an annual budget; and
- g) represent the RMLL in all discussions with the ALRA.

7.02 VICE-PRESIDENT

7.02.1 The Vice-President is responsible for the following duties:

- a) prepare changes for these Bylaws and the Regulations as directed by the RMLL Executive;
- b) provide interpretation of these Bylaws and the Regulations;
- c) provide support to the Commissioners;

- d) assist the Executive Director and Treasurer;
- e) fully exercise the authority of a Commissioner, in the absence, inaccessibility, or conflict of interest of a Commissioner; and
- f) act in the absence of the President.

7.03 EXECUTIVE DIRECTOR

7.03.1 The function of the Executive Director is to carry out the administrative support of the RMLL on behalf of the RMLL Executive in a business-like and timely manner.

7.03.2 The Executive Director is responsible for the following duties:

- a) arrange for the RMLL Executive passes to be printed and distributed;
- b) ensure the RMLL registration is complete with the ALA;
- c) ensure CLA negotiation lists are supplied to the ALA Office by applicable deadline;
- d) ensure ALRA Officials are assigned to all RMLL sanctioned games, in conjunction with the Referee-in- Chief;
- e) bill, or cause to be billed, each Member for RMLL fees, expenses, and/or fines;
- f) advise new team applicants of the conditions for entry into the RMLL and ensure each application is correctly prepared for consideration by the Division and the RMLL Executive;
- g) annually prepare and distribute these Bylaws and the Regulations to Members;
- h) ensure all changes to the Regulations, Rules and Division Operating Policies are made according to these Bylaws following ratification by the RMLL Executive;
- i) maintain a registry of all RMLL awards, trophies and personnel recognition under the direction of the Commissioners;
- j) provide RMLL schedules to Commissioners; and
- k) fully exercise the authority of the President and Vice-President, in the absence or inaccessibility of the President and Vice-President.

7.04 TREASURER

7.04.1 The function of the Treasurer is to be responsible for the custody and maintenance of all books and records of RMLL finances, as required by these Bylaws and the law and ensuring the RMLL is properly financially managed.

7.04.2 To be responsible for all fiscal matters pertaining to the RMLL, including the preparation of the Financial Statements and the appointment of an auditor (as required by the *Societies Act* (Alberta)).

7.05 **COMMISSIONERS**

7.05.1 The Commissioners are elected by the Members of their respective Division and are put forward for ratification to the RMLL Executive at the annual division planning meeting for a term of one (1) year.

7.05.2 The function of the Commissioners is to implement these Bylaws, the Rules, and the Regulations in conjunction with the other members of the RMLL Executive in a business-like and timely manner.

7.05.3 The Commissioners have the responsibility of administering their respective Divisions. The Commissioners are responsible for the following duties:

- a) administer the Division according to these Bylaws, the Regulations and any ratified Division Operating Policy;
- b) administer the technical standards of the RMLL including, but not limited to, the game, officiating and equipment;
- c) approve trades;
- d) provide the Executive Director with Protected Player lists;
- e) assist with the preparation of a schedule of all RMLL and playoff games within their respective Divisions;
- f) represent the RMLL at sanctioned games as required;
- g) administer and apply the standards of conduct for all Franchise Holders, Members and Members of Members within their respective Divisions;
- h) issue fines and suspensions in accordance these Bylaws, the Regulations and/or the Division's Operating Policy, and promptly notify parties, in writing, of any disciplinary actions; and
- i) chair all Division meetings in their respective Divisions.

7.06 **DISCIPLINE AND APPEALS COMMISSIONER**

7.06.1 The Discipline and Appeals Commissioner is appointed by the RMLL Executive for a two-year term.

7.06.2 The function of the Discipline and Appeals Commissioner is to:

- a) interpret these Bylaws, the Regulations and the Rules and the bylaws, regulations and policies of the ALA or CLA when the issue relates to a formal complaint, game protest or disciplinary action;
- b) appoint, on an annual basis, a discipline committee of up to twelve individuals to be ratified by the RMLL Executive to hear and rule on disciplinary matters and appeals from members of the RMLL Executive, Franchise Holders, Members or Members of Members; and
- c) ensure that appointees to appeal and discipline hearings fulfill their mandate and duties.

7.07 **DEVELOPMENT COMMISSIONER**

7.07.1 The Development Commissioner is appointed by the RMLL Executive for a two-year term.

7.07.2 The function of the Commissioner of Development is to:

- a) oversee and evaluate referee development and promotion in the RMLL (in conjunction with the RMLL Referee-in-Chief);
- b) conduct research into referee, coach and player development requirements;
- c) coordinate with other provincial, national, and international programs relating to the development of coaches, players, and officials;
- d) suggest direction to the RMLL Executive about initiatives that may be undertaken to enhance referee, coach, and player development (including integrated initiatives); and
- e) review effectiveness of RMLL coach, player, and referee development initiatives.

7.08 **REFEREE-in-CHIEF**

7.08.1 The Referee-in-Chief is accountable to the RMLL Executive and appointed by the ALRA for a term of two years. He or she must be a member of the ALRA.

7.08.2 The function of the Referee-In-Chief is to provide the RMLL with the official interpretation of rules, to maintain a central registry of ALRA Officials qualified for RMLL sanctioned games and to oversee the completion of the assigning of the appropriate Referees and Officials to all RMLL games by the designated RMLL Assignor.

7.09 **APPOINTMENT OF COMMITTEES**

The RMLL Executive has the ability to appoint committees as is deemed necessary from time to time.

7.10 **REMUNERATION**

The RMLL Executive shall serve without remuneration.

7.11 **EXPENSES**

All members of the RMLL Executive shall be entitled to reimbursement for their reasonable expenses incurred while engaged in business required by their duties as documented in these Bylaws and the Regulations. The Treasurer shall approve and document all expense claims to ensure their validity.

7.12 **RMLL STAFF**

Paid staff/employees of the RMLL cannot be members of the RMLL Executive.

7.13 **INDEMNITY OF RMLL EXECUTIVE**

Except in respect of an action on behalf of the RMLL to procure a judgment, the RMLL shall indemnify any member of the RMLL Executive or RMLL committee member, and his/her heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of being or having been a member of the RMLL Executive or an RMLL committee member, if:

- a) he/she acted honestly and in good faith with a view of the best interests of the RMLL, and;
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

BYLAW 8 – MEETINGS OF MEMBERS AND VOTING

8.01 GENERAL MEETING

General meetings of the Members will be held from time to time as decided by the RMLL Executive on not less than twenty-one (21) days written notice. The order of business in 8.03.2 shall apply, with the necessary changes in points of detail.

8.02 DIVISION MEETINGS

Meetings of a Division shall be called by the Commissioner of that Division. Unless documented otherwise in the Division Operating Policy meetings of a Division:

- a) will be conducted in accordance with Robert's Rules of Order; and
- b) a tied vote will be considered a defeated motion.

8.03 AGM

8.03.1 The RMLL Executive shall call an AGM of the Members on not less than twenty-one (21) days written notice to be held within Alberta within 120 days of fiscal year end.

8.03.2 At every AGM, the following shall be in the order of business:

- a) Call to order;
- b) Roll call of member delegates;
- c) Reading and approval of agenda;
- d) Adoption of minutes, from the previous AGM;
- e) Auditors Report and appointment of auditor for upcoming year;
- f) Business arising from minutes;
- g) RMLL Executive reports, including Annual Financial Review and Budget
- h) Notices of Motion;
- i) Elections in the following order, President, Vice-President, Executive Director, Treasurer;
- j) New Business; and
- k) Adjournment.

8.04 SPECIAL GENERAL MEETINGS

The RMLL Executive, upon receipt of a written request for a Special General Meeting signed by twelve (12) Members in Good Standing, shall convene a Special General

Meeting within sixty (60) days of the receipt of the request. The order of business in 8.03.2 shall apply, with the necessary changes in points of detail.

8.05 **QUORUM**

A majority of the Members in Good Standing must be present in person to form a quorum at the AGM or any General or Special General Meeting. In the event that a quorum is not present within one (1) hour of the time given in the notice of the said meeting, the Chairperson of the meeting shall adjourn the meeting to a date, time and time not less than twenty-one (21) days from the date of the original meeting. The Executive Director shall give seven (7) days written notice to the Members of the date and place to which the meeting has been adjourned. A quorum for the adjourned meeting shall be those present.

8.06 **RIGHT AND OBLIGATION TO VOTE AT MEMBER'S MEETINGS**

At each General, AGM, or Special General Meeting the voting rights are as follows:

- a) each Member shall have one (1) vote; and
- b) each member of the RMLL Executive shall have one (1) vote; unless the member of the RMLL Executive is voting on behalf of a Member, in which case that RMLL Executive member would not have a vote as a member of the RMLL Executive.

8.07 **QUALIFICATIONS**

In order for a Member to qualify for voting privileges at a meeting of Members, the Member must:

- a) have participated in the playing season immediately preceding the AGM;
- b) be a Member in Good Standing with the RMLL;
- c) be represented in person by the individual listed as its Primary or Secondary in its Franchise Certificate;
- d) each member has only one vote, which shall be cast by either the Primary or Secondary contact set forth in its Franchise Certificate; and
- e) no individual can be the Primary contact for more than one Member.

8.08 **VOTING**

At all meetings of the Members of the RMLL, except for matters that require approval by a Special Resolution, every question shall be decided by an Ordinary Resolution. Except as provided herein, every question shall be decided in the first instance by a show of hands unless a poll is demanded by a Member. Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the RMLL shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

- a) all elections for members of the RMLL Executive will be done by ballot;
- b) no proxy voting is allowed; and

- c) with the exception of a tied vote, the President shall not vote. In the case of a tied vote, the President shall cast his vote as the deciding vote. In the event that the vote for the election of the President is tied, the Vice-President shall cast the deciding vote.

BYLAW 9 - NON-ATTENDANCE AT MEETINGS

- 9.01** A fine of three hundred dollars (\$300) shall be assessed to Members for non-attendance at the AGM unless excused by the President.
- 9.02** A fine of three hundred dollars (\$300) shall be assessed to Members for non-attendance at their annual Division planning meeting unless excused by the President.

BYLAW 10 - REGULATIONS

- 10.01** The RMLL Executive may, from time to time, pass Regulations for the betterment of Lacrosse in the RMLL, including, without limiting the foregoing, the better organization and administration of Lacrosse as the RMLL Executive, in its sole and absolute discretion may consider desirable. Upon the RMLL Executive approving and adopting a Regulation, the Executive Director shall forthwith give notice in writing of the said Regulation to the Members.
- 10.02** Each Division may have its own Division Operating Policy which may be amended from time to time. The Division Operating Policy and any amendments must be ratified by the RMLL Executive. The RMLL Executive may reject a Division Operating Policy or any provision thereof or amendment thereto for justifiable cause and return it to the Division for further consideration. If the Division does not amend the Division Operating Policy or amendment as requested by the RMLL Executive, the Division Operating Policy or amendment shall not be ratified. The RMLL Executive may enact Regulations to deal with any disagreement with a Division Operating Policy, which Regulations shall be paramount to and take precedence over any Division Operating Policy.
- 10.03** Unless a specific Regulation provides a Commissioner discretion with respect to the application of such Regulation, a Commissioner cannot exercise any discretion with respect to the application and enforcement of same, and for further clarity cannot grant to any Franchise Holder, Member or Member of a Member an exemption with respect to same.

BYLAW 11 - VIOLATIONS OF BYLAWS AND REGULATIONS

- 11.01** **VIOLATION AND DISCIPLINE**

Any member of the RMLL Executive, Franchise Holder, Member or Member of a Member, that violates or breaches these Bylaws, the Rules and/or the Regulations is subject to discipline as set out herein and therein.
- 11.02** **CODE OF CONDUCT**

Each member of the RMLL Executive, Franchise Holder, Member and Member of Member shall:

- a) at all times work toward the goals and Mission Statement of the RMLL and the game of Lacrosse;
- b) strive to heighten the image and dignity of the RMLL and the sport of Lacrosse as a whole;
- c) always be courteous and objective in all dealings with respect to participating within the RMLL;
- d) except when made through proper channels, refrain from unfavorable criticism of other Franchise Holders, Members, Members of Members, Referees, or members of the RMLL Executive;
- e) strive to achieve excellence in the sport while supporting the concepts of "Fair Play" and a Drug-Free sport;
- f) show respect for the cultural, social and political values of all participants in the sport; and
- g) as a guest in a foreign country, other province or other Association, abide by the laws of the host and adhere to any social customs concerning conduct.

All Franchise Holders must take reasonable efforts to require all persons involved, or associated with, their Franchises to comply with the above code of conduct.

11.03 SUSPENSIONS AND FINES

The RMLL Executive may establish suspensions and fines with respect to any RMLL sanctioned event. Subject to any right of appeal to the ALA, there is no appeal from suspensions and fines.

11.04 DISCIPLINE/APPEALS COMMITTEE

The Discipline/Appeals Committee is composed of up to twelve individuals approved by the RMLL Executive on an annual basis. Such individuals shall include individuals nominated by the Discipline and Appeals Commissioner and each of the Divisions. The Committee shall rule on disciplinary issues submitted to the Committee as provided for herein or in the Regulations. The Commissioner of Discipline and Appeals or his or her delegate, when requested, shall also interpret the Regulations and the Rules and the bylaws, regulations and policies of the CLA and ALA when the issue relates to disciplinary action. The Committee shall also act as an Appeals Committee to hear Appeals pursuant to Bylaw 11.06. If a Division does not appoint an individual to sit on the Discipline or Appeals Committee, the Commissioner of Discipline and Appeals may, in his or her discretion, appoint additional individuals to sit on Discipline or Appeal panels as required. There is no appeal from the exercise of discretion of the Commissioner of the Discipline and Appeals Committee with respect to the appointment of persons to sit on a Discipline or Appeals panel.

11.05 JURISDICTION OF DISCIPLINE COMMITTEE

A discipline matter may come within the jurisdiction of the Discipline Committee in the following ways:

- a) receipt of a written complaint from a Franchise Holder, a Member or Member of a Member;

- b) referral by the President, Vice-President or Commissioners for discipline above or in addition to that set out in Bylaw 11.03;
- c) game infractions which are subject to automatic referral to the Committee; or
- d) receipt of a written complaint in respect of a Code of Conduct violation from a member of the RMLL Executive, Franchise Holder, Member or Member of a Member.

11.06 **JURISDICTION OF APPEALS COMMITTEE**

An Appeal matter may come within the jurisdiction of the Appeals Committee in the following ways:

- a) appeal from a decision of the President, the Vice President, Executive Director or a Commissioner in the event that an Appellant is dissatisfied with a decision or ruling made by a Respondent pursuant to Bylaw 7.01.2 b) or d), 7.02.1 e) and f), 7.03.2 k) and 7.05.3 g) and h); or
- b) appeal from a decision of the RMLL Discipline Committee in the event that an Appellant is dissatisfied with a decision or ruling made by a Respondent pursuant to these Bylaws or the Regulations.

11.07 **EFFECT OF APPEAL**

An Appeal to the Discipline and Appeals Committee or to the RMLL Executive does not operate as a stay of the decision or ruling appealed from, except so far as the Commissioner of Discipline and Appeals or the President, as the case may be, may direct, upon written application of the Appellant.

11.08 **APPEALS TO THE RMLL EXECUTIVE**

There is no appeal to the RMLL Executive from the whole or any part of a decision or ruling made by the Discipline and Appeals Committee. A party may only appeal to the RMLL Executive the decision of the Commissioner of Discipline and Appeals to dismiss an appeal without a hearing. This Appeal requires leave to Appeal from the President in order to be heard by the RMLL Executive. There is no appeal from the decision of the President with respect to a leave to appeal application of a decision of the Commissioner of Discipline and Appeals to dismiss an appeal without a hearing.

BYLAW 12 - EXCLUSIVE JURISDICTION

12.01 **RMLL EXECUTIVE DECISIONS – FINAL AND BINDING**

All members of the RMLL Executive, Franchise Holders, Members, and Members of a Member shall accept as final and binding the decisions of the RMLL Executive including, without limiting the generality of the foregoing, the RMLL Executive's interpretation or construction of the Mission Statement, these Bylaws, the Regulations and the Rules subject only to a right of Appeal to the ALA and CLA as provided for in these By-laws and the bylaws of the CLA, and the ALA.

12.02 **COURT ACTIONS**

All members of the RMLL Executive, Franchise Holders, Members and Members of Members, by virtue and because of their status as such, agree that any recourse to the law courts of any jurisdiction before all rights and remedies as provided by these Bylaws, the Regulations and the Rules and the bylaws of the CLA and ALA have been exhausted, shall be prohibited.

BYLAW 13 - GENERAL

13.01 FISCAL YEAR

The fiscal year of the RMLL shall commence on the 1st day of October of every year up to and including the 30th day of September the following year.

13.02 ANNUAL FINANCIAL REVIEW

13.02.1 The books and financial records of the RMLL shall be compiled annually by an accredited external accountant and the Financial Statements shall be audited annually as required by the Societies Act (Alberta).

13.02.2 The auditor appointed by the Members at the AGM shall make such examination of the books, records and affairs of the RMLL as will enable him or her to report to the Members as to the financial condition of the RMLL at the AGM.

13.02.3 The auditor shall have access at all reasonable times to all records, documents, books, accounts and vouchers of the RMLL and is entitled to require from the RMLL Executive such information and explanations as may be necessary for the performance of his or her duties as the auditor.

13.03 CUSTODY AND USE OF THE SEAL

- a) The RMLL Executive may adopt a seal which shall be the common seal of the RMLL.
- b) The common seal of the RMLL shall be under the control of the RMLL Executive and the person(s) responsible for its custody and use from time to time shall be determined by the RMLL Executive.

13.04 AMENDMENTS TO BYLAWS

13.04.1 Subject to compliance with the requirements of the laws of the Province of Alberta, these Bylaws may be rescinded, altered or added to by a Special Resolution of the Members provided that notice to the Members of such Special Resolution has been given not less than twenty-one (21) days prior to the meeting at which it is intended to present such resolution and such Special Resolution, if passed by the Members, shall take effect upon approval of the Registrar of the *Societies Act* (Alberta).

13.05 ALA MEMBERSHIP

The RMLL is a member of the ALA.

13.06 INSPECTION OF RECORDS

13.06.1 The Franchise Holders and Members have the right to inspect the books and records of the RMLL. The Franchise Holder and Members also have the right to obtain copies, at

their expense, of the books and records of the RMLL. The RMLL shall produce the books and records for inspection within a reasonable time after being requested.

- 13.06.2** The RMLL Executive has the authority to require Franchise Holders and Members to provide their books and records for inspection by the RMLL. Such books and records shall be produced upon request of the RMLL and in any event not to exceed sixty (60) days after the request has been made.

13.07 **SIGNING AUTHORITY**

All cheques shall be required to be signed by two members of the elected RMLL Executive members.

13.08 **MEMBER FINANCES**

The RMLL is not responsible for the finances or debts of any Franchise Holder or Member.

13.09 **DISSOLUTION**

The RMLL shall be dissolved upon Special Resolution of Members.

13.10 **DISTRIBUTION OF ASSETS**

After the payment of all debts and liabilities of the RMLL, the remaining assets shall be transferred to such organizations with the same or similar objectives of the RMLL as determined by the dissolving Special Resolution or as may be otherwise required by law.