

FORT ERIE MINOR LACROSSE ASSOCIATION BY LAWS AND CONSTITUTION

- BY-LAWS** 2
- Section 1: GENERAL 2
- Section 2: MEMBERS 3
- Section 3: DIRECTORS 5
- Section 4: OFFICERS 10
- Section 5: MEETINGS..... 12
- Section 6: NOTICE..... 14
- Section 7: FINANCES 15
- Section 8: PROTECTION OF DIRECTORS AND OTHERS 17
- Section 9: BY-LAWS AMENDMENTS..... 17
- SCHEDULE A: STANDING COMMITTEES 18
 - Executive Committee 18
 - Grievance Committee 18
 - Representative Teams Coaches Selection Committee 18
 - Disciplinary Committee 19
 - Player Movement Committee 19
- SCHEDULE B: OFFICER ROLES..... 20
- CONSTITUTION** 21
- REGULATIONS 24

BY-LAWS

SECTION 1: GENERAL

1.01 Definitions

“Act” means the Not-for-profit Corporations Act, 2010, (“ONCA”), together with the Regulations as from time to time is amended and every statute and Regulation that may be substituted therefore and, in the case of such substitution, any reference in these bylaws to provisions of the Act shall be read as references to the substituted provisions in the new statutes or Regulations;

“AGM” means the Annual General Meeting;

“Association”, "Fort Erie Minor Lacrosse Association" and/or “FEMLA”, each refer to the Corporation.

“Board” means the board of directors of the Corporation;

“Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

“Member” means a member of the Corporation;

“Members” means all classes of membership in the Club as set out in Article 8; and

“Meeting of the Members” means any meetings of the classes of membership.

“Person” means individuals, bodies incorporated, partnerships, syndicates, trusts, unincorporated organizations, and any number of aggregate of individuals.

“Playing Members” shall refer to all members who have properly registered to participate in the activities of the Association.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles

or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.05 Seal

The seal of the Association, if any, shall be in the form determined by the Board.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.07 Definition

The Association shall be a non-profit, non-share capital corporation and shall be the sport governing body for minor lacrosse in the area known as the Town of Fort Erie and shall operate as a branch of the Ontario Lacrosse Association.

1.08 Organization

The Association shall be composed of members as hereinafter set out and it shall be managed by a Board of Directors and sub-committees as outlined in this Bylaw.

1.09 Contact Information

The Association shall at all times maintain an office address as required by the Act. Additionally, the Association may acquire a post office box within the zoned area. The Association shall at all times maintain an electronic mail address.

1.010 Affiliation

The Fort Erie Minor Lacrosse Association will maintain its affiliation with the Ontario Lacrosse Association, the Ontario Minor Field Lacrosse League and its local zone and league.

SECTION 2: MEMBERS

The Board may, by resolution, approve the admission of the Members of the Association. Corporations cannot be granted membership. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

1.01 Membership

Membership in the Corporation shall be available to individuals who have applied and been accepted for Membership in the Association by the Board. The term of Membership shall be one year, subject to renewal in accordance with the policies of the Association. Membership shall only be available to an individual above the age of 18, in good standing. As set out in the articles, each Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Member shall be entitled to one (1) vote at such meetings.

1.02 Membership not transferable

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

1.03 Terms of Eligibility

Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. **Members whose Membership fees are not paid by May 15th of the current playing season shall be suspended from Membership and not permitted to participate, vote, make nominations or hold office in the Association until all fees and property have been paid/returned.** The Secretary shall inform those concerned of this suspension in writing. Property of the Association must be returned immediately which they may have in their care.

Members in good standing shall be those admitted to Membership and who are not under suspension from the Association of the Ontario Lacrosse Association in the current year.

1.04 Members Resignation

Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn will notify all the Board members. Property of the Association must be returned immediately which they may have in their care.

Any player or team official accepted by the Fort Erie Minor Lacrosse Association resorting to legal action against the Association without first exercising their right of appeal throughout the complete appeal procedure shall be deemed to have withdrawn from further competition for the current year. Property of the Association must be returned immediately which they may have in their care.

An Executive member of FEMLA who transfers, through a release in accordance with the OLA guidelines, to a neighbouring association must relinquish membership in writing to the Board under the discretion of the Executive.

1.05 Disciplinary Act or Termination of Membership for Cause

Members whose conduct is considered by the Board of Directors to be contrary to the stated Code of Conduct, the Rules of Play and/or the purposes of the Association shall

be asked by the Board or the Disciplinary Committee to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, they shall be given 15 days' written notice of motion, to be considered at the next Board meeting, requesting the termination of these Members. A copy of this motion shall be communicated to the Members concerned for that person to make a written response not less than 5 days before the motion is considered by the Board. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

1.06 Termination.

Membership in the Corporation terminates automatically upon any of the following:

The expiration of a Member's term of membership;

The cessation of membership for failure to pay dues by May 15th of the current playing season;

The resignation of a Member, via a written statement issued to the Directors;

The death of a Member; or

The revocation of membership.

The Secretary shall inform those concerned of this termination in writing.

Any member who shall resign or be disciplined as a member of the Association shall immediately return to the Association all books or other property of the Association which they may have in their care.

1.07 Insurance

All of the Association's Playing Members shall be insured through the Ontario Lacrosse Association (OLA) insurance plan or equivalent plan sanctioned by the OLA. All coaches will be insured through the Coaching Association of Canada Liability Insurance Plan or equivalent plan sanctioned by the OLA. The coverage terms shall be from January 1 to December 31 of the current year registered.

1.08 Membership Dues

Membership dues for the current year shall be established annually by the Board. Fees for any unexpired term of membership are normally not refundable but the Board of Directors may, in its sole discretion, grant a request for such a refund.

SECTION 3: DIRECTORS

2.01 Board of Directors

The Board of Directors shall be composed of a minimum of five (5) and maximum of ten (10) Directors elected at the Annual General Meeting. The President shall be the Chairman of the Board.

The affairs of the Association shall be conducted by the Board of Directors. All Association decisions must be ratified by the Board of Directors by resolution prior to any action or amendment concerning such decision unless it has already been approved through the budget process or where the decision-making authority has been conferred to the Executive.

Except for the President, every Board member shall have a vote in all decisions. The President shall have a casting vote only in the event of a tie on motions.

Where required, the board of directors may vote on motions using electronic mail. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote. All such votes require a majority of board members in order to pass. The secretary, or their designate shall be responsible for administering the voting and will be responsible for documenting and presenting the results to the association's board of directors prior to the next scheduled board of directors meeting.

2.02 Regular Meetings

The Board will meet a minimum once every month or as directed by the President through the Secretary for the transaction of at least the following business, to be set out in the agenda:

Approval of the Minutes of the Previous Board of Directors Meeting

President's Report

Treasurer's Report

Sub Committee Chairperson(s) Report(s)

Referee-in-Chief or Other Portfolio(s) Report(s)

Old Business

New Business

The agenda, which is to be prepared and communicated in advance of the meeting, shall only be altered at the discretion of the President or their designate. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

2.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 6 of this by-law to every Director of the Association not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

2.04 Quorum

One third of active Board members constitute a quorum at a Board meeting.

2.05 Election of the Board of Directors

The Directors shall be elected by the Members at the Annual General Meeting by a show of hands or secret ballot where multiple candidates are standing and shall rule for the given fiscal year. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be 13 months from the time of the Annual General Meeting that a Director has been elected and/or at the time that the Association's Financial Report has been approved by the Association's Members. At the end of their respective term each Director may stand for re-election. The Association's Board of Directors shall be elected at the.

The current Secretary shall chair the elections at the Annual General Meeting.

To be elected to a Board position, a member must obtain a minimum of fifty per cent (50%) plus one (1) of the votes cast. In the event of more than two (2) candidates present themselves for election the candidate who obtains the plurality of the votes shall be declared the successful candidate.

A Member may only be elected to one (1) position of the Association's Board of Directors for the given fiscal year.

To be elected President, a member must have held an Officer position for at least one of the two proceeding years.

2.06 Vacancies of the Board of Directors

The Board of Directors may appoint any voting member to fill a vacancy until the next Annual General Meeting. The office of a Director shall be vacated immediately:

If the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;

If the Director dies;

If the Director becomes bankrupt;

If the Director is found to be incapable of managing property by a court or under Ontario law; or

If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.07 Suspension

The Board of Directors may suspend, cancel the affiliation of, or accept the resignation of any individual director at any time for what it deems as "just cause". Any such suspension will require a two-thirds (2/3) majority vote of the Board of Directors in attendance at the meeting where the action is proposed.

Should a member of the Board of Directors either resign or be suspended, they cannot be elected or appointed for a position with the board or hold a volunteer position within the organization for the duration of the suspension. The Board may reduce the period of suspension from volunteer activity (i.e. cause maybe illness) through a two-thirds (2/3) majority vote.

2.08 Appeals

A suspended Board member shall have seven (7) days from receiving by registered or electronic mail notice of their suspension to advise the President of their intent to appeal the suspension. Such notice of appeal shall also be in writing with a copy sent to the Association's Secretary. Upon an appeal of a suspension, the President shall call a meeting of the Grievance Committee to review the action taken. The Grievance Committee shall make a recommendation of its findings to the Board of Directors within fourteen (14) days after the member's appeal. After having considered the recommendation of the Grievance Committee, the Board of Directors shall render a final decision on the appeal within seven (7) days of receiving the recommendation. All decisions of the Board of Directors shall then be final and binding.

2.09 After a Director's Term Ends

Departing Board Members are required to participate in the first meeting of the newly elected Board of Directors but do not have voting privileges and to provide a formal written summary report, plus any cumulative documentation affiliated with said portfolio, of the transactions over the previous lacrosse season.

2.010 Resignations

A Director who wishes to resign should do so in writing to the Secretary, who will present it to the Board of Directors at their next scheduled Board Meeting.

A Director of the Board who transfers, through a release in accordance with the OLA guidelines, to a neighbouring association must resign from the Board at the discretion of the remaining Board of Directors.

Should a member of the Board of Directors either resign from a term or be suspended from the FEMLA executive, they cannot be elected or appointed for a position with the board or hold a volunteer position within the organization for a period of two (2) years. It is the discretion of the present board to reduce the period of suspension from volunteer activity (i.e. cause maybe illness).

2.011 Terminations

A Director may be removed provided that notice, signed by not less than ten percent (10%) of the Membership in good standing and subject to a two-thirds (2/3) majority vote of the current Board of Directors approving such a resolution, specifying the intent onto pass such resolution has been given with the notice of the meeting, eligible voting Members of the Association, by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members may remove any Director before the expiration of their term of office.

2.012 Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings shall be deemed to be the resignation of said Director from the Board. It is the discretion of the present board to review the resignation if requested by the director.

2.013 Return of Property

Any Board Member who shall resign, be suspended, terminated or not returning in the same portfolio shall immediately return to the Association all books or other property of the Association which they may have in their care. This should take place within fourteen (14) days after the FEMLA Annual General Meeting of that given year, will result in the member being placed in bad standing until the portfolio documents have been submitted to the President unless otherwise determined by the current Board of Directors.

2.014 Conflict of Interest

Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting, After making

such a declaration, such Director shall recuse themselves from the discussion and voting on the agenda item.

Any member of the Board of Directors who perceives another Director to be in conflict of interest in a matter under consideration is to raise this concern with the President. The President in turn, will discuss the matter with the Board Member who is perceived to be in conflict and, as appropriate, will hold a discussion with the reporting Board Member. If the discussions do not lead to a resolution, the matter is to be brought to the Board and the Board is to determine by majority vote whether a conflict of interest exists.

The Director(s) perceived to be in conflict and the reporting Director(s) are to refrain from voting and debate. In the situation that the President is perceived to have the conflict, any Director may discuss the matter with the President. If an agreement as to the existence of a conflict is not reached between the Director and President, the matter will be brought before the Board for decision as to the existence of a conflict.

2.015 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association, provided that, the Board of Directors may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association. Any reimbursement to a member of the Board of Directors for services rendered shall require advanced approval by the Board of Directors.

Directors seeking reimbursement for expenses incurred in the performance of their duties as Directors of the Association must provide all original receipts.

SECTION 4: OFFICERS

Recognizing that the corporation operates on a not for profit basis and is managed by volunteer members of the Association, provisions must be available for the Association to employ/contract personnel to fill critical administrative duties where there are no available volunteers. The Board may appoint such Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time

3.01 Appointments

The Board shall appoint from among the Directors a Chair and may appoint any other person to the following positions:

President

Vice President

Secretary

Treasurer

Registrar

Vice President Field

Vice President Box

Director of Risk Management and Privacy Officer

Communications

Equipment

The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person.

These appointments will be made at the Association's Annual General Meeting. Prior approval must receive a two-thirds (2/3) vote of the Directors present at a meeting of the Board. Each of the above positions will serve for a term of two (2) years and/or at the time that the Association's Financial Report has been approved by the Association's Members. The terms of office for each of the President, Past President and Treasurer will commence in odd years. Vice President, Secretary and Registrar will commence in even years (2023 Annual General Meeting)

On a day to day basis the personnel will be accountable to the President. Personnel of the Corporation cannot be a Director or an immediate family member of a Director of the Corporation.

3.02 Additional Appointments

All of the following staff positions are for one (1) year. Staff positions will be posted on FEMLA website within one (1) week of the completion of the Annual General Meeting. Members who are interested in a position must apply at that time. Applications will be accepted for fourteen (14) days. The FEMLA Board of Directors will review applications and notify chosen applicants within one (1) month of the Annual General Meeting.

Tournament Convenor

Referee-in-Chief

Equipment Director

Scheduler

Website and Social Media

Coach Director

Bingo Director

Timekeeper

3.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

3.04 Office held at Board's discretion

Any Officer shall cease to hold office upon resolution of the Board.

SECTION 5: MEETINGS

4.01 General Assembly

On all questions of procedure not dealt with by in the Bylaws, the latest edition of Robert's Rules of Order shall apply.

4.02 Annual General Meeting

The Association shall conduct an Annual General Meeting prior to **October 31** for the transaction of at least the following business, to be set out in the agenda of the Annual General Meeting:

Approval of the Agenda

Approval of the Minutes of the Previous Meeting of the Membership

Review of the Past Year

Treasurer's Report

Proposed Amendments to the Constitution and By-Laws of the Association

Elect on of the Board of Directors

Old Business

New Business

The current President shall chair all aspects of the Annual General Meeting except for the elections.

There shall be no proxy votes.

Anyone wishing to be elected to the Board of Directors must be present at the Annual General Meeting in order to be considered.

Members not in good standing in the current year may not vote, unless they hold valid Class A voting memberships.

Any previous fines, FEMLA team assessments or other FEMLA fees or assessments not paid will automatically disqualify that individual from voting at the Annual General Meeting or participating in any subsequent games as a player or bench personnel. The individual fined will be permitted to proceed through the existing grievance procedure with the full understanding that the decision of the Board of Directors is final.

4.03 Notice

Notice of the Annual General Meeting shall be delivered by means of electronic delivery to all members of the Association and posted on FEMLA website at least three (3) weeks prior to the meeting.

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)).

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

4.04 Quorum

A quorum for the transaction of business at a Members' meeting is one quarter (1/4) of the total Members entitled to vote at the meeting. 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.

4.05 Special Meetings

The Directors may call a special meeting of the Members after being provided a petition signed by more than thirty (30) Members. The Board shall convene a special meeting on written requisition of not less than one tenth 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 21 days from the date of the deposit of the requisition.

4.06 Attendance at Meetings

All members of the Association may attend any of the Association's meetings. Such non-committee members can participate only at the pleasure of the meeting Chairman. Any such members will not be permitted to vote, make motions or second motions, except at the Annual General Meeting or at Special Meetings of the Association.

4.07 Voting Procedures

A majority of votes cast by Members entitled to vote, unless otherwise required by the Act or by the By-Laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership except as otherwise specified in this bylaw or the articles.

The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote.

At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Proxies will not be permitted. Members must be present in person at Special General Meetings and Annual General Meetings of the Membership in order to exercise the voting rights in relation to matters coming before the Special Meeting or an Annual General Meeting of the Membership.

4.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

4.09 Errors or Omissions

No inadvertent error or omission in giving notice of any Annual General Meeting or Special Annual Meeting or Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a meeting or make void any proceedings taken at such a Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

SECTION 6: NOTICE

5.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally (Section 196), or sent by prepaid mail, facsimile, email

or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto

5.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

5.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 7: FINANCES

7.07 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

The funds of the Association shall be deposited within five (5) business days of receipt by the Treasurer in a legal financial institution and in an official Association account for the best benefit of the Association in the name of the Association.

All Association deposits shall be made by the Treasurer or their designated Board Member along with at least one Member witness.

All cheques shall be signed by the Treasurer and the President, Vice President or Secretary.

The Board of Directors, with two-thirds (2/3) majority of those present, must authorize the borrowing of money upon credit of the Association and may limit or increase the amount to be borrowed.

The Association has the power to accept donations, sponsorships, gifts, legacies and bequests.

Banking transactions must be completed in one of the following manners:

Direct deposit via bank teller,

Direct deposit via after hours bank deposit box,

Direct deposit via approved Association banking cards at ATMs,

Electronic Funds Transfer for lottery receipts

Withdrawal by authorized Association cheque

E-transfer

7.08 Fiscal Year

The fiscal year of the Association shall end on the 30th day of September in each year or on such other date as the Board may from time to time by resolution determine.

7.09 Financial Report

The financial statement of the Association shall be presented to each member present at the Association's Annual General Meeting.

All the financial records of the Association will be subject to the level of review found in the Act, which will be determined based on whether the association is considered a Public Benefit Corporation in a financial year. For greater clarity:

If in a given year the corporation is not considered a Public Benefit Corporation under the Act, the members may pass a special resolution relieving Board's duty to perform an audit and a review engagement.

If in a given year the corporation is considered a Public Benefit Corporation under the Act, either a review engagement or audit may be necessary.

Once the Financial Statement of the Association has been approved by Members of the Association at the Annual General Meeting it shall be signed by the President, Treasurer and an auditor, if applicable.

7.010 Expenditures

All of the Association's non-budgeted expenditures must first be approved by the Board of Directors.

All expenditures must comply with the Association's **Expense and Purchasing policies**.

7.011 Dissolution

The Association shall not be dissolved unless all liabilities have been discharged and a motion has been passed by the majority of votes recorded at a general meeting convened for the purpose of dissolving the Association. Upon dissolution, surplus property shall be donated to a charitable organization, decided by the majority at the Special Meeting, which carries out its work solely in Ontario.

SECTION 8: PROTECTION OF DIRECTORS AND OTHERS

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

 complied with the Act and the Corporation's articles and By-laws; and

 exercised their powers and discharged their duties in accordance with the Act

In addition, the Fort Erie Minor Lacrosse Association Board of Directors shall secure Directors and Officials liability insurance.

SECTION 9: BY-LAWS AMENDMENTS

The Members may only amend this bylaw at an Annual General Meeting by a two-thirds (2/3) majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members. Voting on any such amendment shall be done by a show of hands unless a secret ballot is requested. A majority vote will be necessary to pass amendments.

Proposed Amendments to the By-Laws must be submitted in writing to the Association Secretary on or before August 31st.

SCHEDULE A: STANDING COMMITTEES

Executive Committee

The Executive Committee of the Board of Directors shall be responsible for setting the agenda for the Board of Directors meetings.

The Executive Committee of the Board will be responsible for the day-to-day operations of the FEMLA as its management team and will report to the Board of Directors, will operate as a committee of the Board of Directors and will 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 Vice President, Secretary and Treasurer.** Minutes of these meetings will be kept and presented to the Board of Directors at the next scheduled Board Meeting.

Grievance Committee

The Grievance Committee shall be responsible to hear appeals from suspended or terminated Association Director(s), or petitions from any past member of the Association requesting special dispensation for voting privileges at the Association's Annual General Meeting.

The Grievance Committee shall be comprised of the **Vice President of Rep Teams** (or their designate), **the Referee- in-Chief and the Past President** who shall chair the Committee. In the absence of any of the above, or in the event that any of the above must disqualify themselves as having a conflict of interest 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 Committee. There shall always be three members of this Committee hearing any grievance and, in the event that three of the above are unable to serve, the Board of Directors will appoint members to constitute a Committee. Decisions of the Grievance Committee are considered final.

Representative Teams Coaches Selection Committee

The Representative Teams Coaches Select on Committee shall be responsible for interviewing and evaluating all coaching applicants and submitting their documented recommendations for representative coaches to the Association's Board of Directors for ratification.

The Representatives Teams Coaches Select on Committee shall be comprised of at least three (3) of the Representative Board members Committee and **chaired by the Vice President of Rep.** The Chair can draw on other board members to assume the responsibilities for Rep Board members Committee who are unable to partake in the process for a specific age group due to a conflict or otherwise lack of availability. If the Chair is unavailable the replacement must be an Executive Board Member.

An outside panel will also make recommendations based on all applications received for coaching. This panel will be made up of at least three (3) members from FEMLA

Honorary Members and past coaches from FEMLA whom are no longer coaching. The panel will submit their recommendations to the board along with the Rep Committee's for ratification.

Representatives Teams Coaches Select on Committee member cannot be a part of the interview process for any age groups that maybe a conflict of interest when any direct family members may participate on a Rep team in that age group or is one of the interviewees.

The Director of the age groups should participate in all the interviews within their portfolio, unless there is a conflict of interest.

Disciplinary Committee

The Disciplinary Committee shall be responsible for hearing and deciding matters which pertain to the alleged violation of any of the operating rules and policies, by- laws or playing rules of the Association or which pertain to the conduct or action of any member, player, team official, referee or Association representative while acting in the capacity as such or which pertains to the act, omission or conduct of any of the above persons which is alleged to be prejudicial to the Association, any team, player or member within the jurisdiction of the Association.

All persons involved will be given full opportunity to be heard.

The Disciplinary Committee is responsible for determining disciplinary measures and may include suspension and/or possible termination of membership. The decision of the Disciplinary Committee is final. **Appeals of the final decision must be made within fourteen (14) days of the decision to the Zone 9 Director.**

The Disciplinary Committee shall be chaired by the Vice President and be comprised of the Secretary, Treasurer and two other Directors. In the absence of any of the above, or in the event that any of the above must disqualify themselves as having a conflict of interest or being involved in the matter being heard, the Past President shall become a member of this Committee.

Player Movement Committee

The Player Movement Committee shall be responsible to hear all player release requests and input player requests.

The Player Movement Committee shall be comprised of the President, Vice President (or their designate), **Vice President of Rep Teams** (or their designate), the President who shall chair the Committee. In the absence of any of the above, or in the event that any of the above must disqualify themselves as having a conflict of interest or being involved in the release, the Past President shall become a member of this Committee and, in the absence of the President, the Past President shall chair the Committee. There shall always be three members of this Committee hearing any release request or input request and, in the event that three of the above are unable to serve, the Board of Directors will appoint members to constitute a Committee. Decisions of the Player Movement Committee are considered final.

SCHEDULE B: OFFICER ROLES

Duties of the Officers

The President shall:

- chair all Association, Executive, Board, Annual General and Special Meetings,
- oversee all the Association's business to see that it is conducted as directed by the Board, and report actions at the following meeting,
- represent the Association at the Annual Meeting of the Ontario Lacrosse Association,
- be the main contact person for all matters dealing with the Ontario Lacrosse Association,
- be the main representative at Zone meetings
- be a signing officer of the FEMLA,
- sign all financial documents of the FEMLA,
- act as Ex-officio member of all committees of the Board,
- in conjunct on with the Secretary, devise and prepare an agenda for circulation to the Board of Directors in advance of the next meeting,
- participate as the Privacy Officer for FEMLA
- be responsible for all aspects of sponsorship for **House League** and Tournaments
- distribute Appreciation Pictures/Plaques to all FEMLA sponsors
- investigate and present viable fundraising opportunities to the Board of Directors
- implement and manage Board approved fundraising activities
- responsible for all aspects of sponsorship for the Representative teams
- develop and institute a promotional campaign to develop increased awareness of minor lacrosse
- work closely with all Board Members to publicize and promote all future and ongoing programs of the FEMLA and coordinate with the **Director of Communications** in all public relations
- oversea/update/improve and maintain the promotion of FEMLA through Name Branding and Apparel program. Assisting with vendors for jersey's and apparel.
- be responsible for equipment control assignments, storage, and distribution and pickup. Be responsible for the sorting and safekeeping of all jerseys.
- act as a liaison between the FEMLA and junior lacrosse programs in the Niagara Region,
- in cases requiring immediate act on, the President may take act on with or without reference to the Board of Directors, but shall be responsible for the act onto the Board of Directors at the next meeting of the Board, and
- carry out duties as assigned by the Board of Director

The Vice President shall:

- advise the Board of past decisions' history,
- be responsible for the FEMLA **Grievance Committee**,
- chair the **Dispute and Appeals Committee**,

- assist the President as and when requested, and
- represent the President in their absence.

The Secretary shall:

- receive and disperse all correspondence,
- record and distribute minutes of all Executive Committee, Disciplinary Committee, Dispute and Appeals Committee, Board, Annual General and Special Meetings of the FEMLA,
- assist other Board members with correspondence,
- schedule and advise all Board members of meeting dates, times, locations etc.,
- in conjunction with the Executive, devise, prepare and distribute an agenda in advance of the meeting,
- be responsible for the voting conducted via electronic mail
- carry out other duties as assigned by the Board of Directors

The Treasurer shall:

- ensure adherence to generally accepted accounting principles, oversee and be responsible for all the financial account of the FEMLA,
- participate in the Executive Committee
- be a signing officer of the FEMLA unless in conflict arises and board will select replacement.
- co-ordinate the collect on of Association fees from all Rep teams
- evaluate, review and recommend financial policy to the Executive Committee and to the Board, **be responsible for registering all members as needed for insurance as required by the Constitution**, submit a monthly written report **72 hours** prior to a Board meeting to the Secretary to prepare for distribution at the meeting. **Failing to prepare a written report will move all actions to be dealt with to the next Board meeting**, and carry out other duties as assigned by the Board of Directors.

The Registrar shall:

- be responsible for the FEMLA annual registration,
- be responsible for submissions of registration of all FEMLA members and bench personnel with the OLA; representative team's documentation is to be submitted with roster to the registrar via the appropriate Representative Director in accordance with OLA deadlines,
- act as the primary registration contact for FEMLA members,
- act as the primary contact for the OLA,
- submit a monthly written report 72 hours prior to a Board meeting to the Secretary to prepare for distribution at the meet ng. Failing to prepare a written report will move all actions to be dealt with to the next Board meeting, and
- carry out other duties as assigned by the Board of Directors.

CONSTITUTION

This Constitution shall be read in addition to the Corporation's By-laws. The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of this Constitution or any provision in the By-laws. If any of the provisions contained in the Constitution are inconsistent with those contained in the By-Laws, Articles or the Act, the provisions contained in the By-laws, Articles or the Act, as the case may be, shall prevail.

Mission Statement

The mission statement of the Association is to organize, promote, develop and govern minor lacrosse within the Town of Fort Erie within the bordered areas accepted by the Ontario Lacrosse Association.

In doing so:

The Association will provide an opportunity for all eligible individuals to participate in representative lacrosse and to compete at the highest level of play.

The Association will instill and encourage the development of core life skills of all players, team officials, game officials and members associated with the FEMLA through good sportsmanship, correct and proper behavior, respect, team play and fair play.

The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objectives.

OR

To grow, improve, and foster the game of lacrosse, instilling respect, character and integrity in our membership, while advancing development and elevating the game of lacrosse within our community, with emphasis placed on teamwork, family and fair play.

To provide an opportunity for all youth in our community to compete in the sport of lacrosse.

To provide an opportunity for eligible members of our association to participate in the sport of lacrosse at the highest level of play locally, regionally, provincially and nationally.

To emphasize fair play at all times between competitors, to encourage them to play the game for the sake of the game, with proper respect to competitors, referees, spectators and coaches.

The Board

The Directors of the Association's Board of Directors are to act in the best interests of the Association.

All members of the Association's Board of Directors will represent the FEMLA in a professional and dignified manner in all lacrosse related areas whether as a recognized delegate of the FEMLA or in any other unofficial capacity such as Coach, Assistant Coach, Manager, Official or even as a fan!

While all Board and Committee meetings are open to the general membership it is imperative, in order to encourage open discussion and participation, that such discussion remains privy to those in attendance.

Discussion of policy outside these environments will take place but specific positions or quotes from other Board Members should not be discussed.

Personal matters that arise during the course of a Board Meeting shall not be discussed outside the boardroom. Discussions that have been deemed "In Camera" shall not be discussed outside the boardroom.

Violation of the principles of these guidelines may result in the suspension or termination of the offending Board Member in accordance with the FEMLA Constitution and By-Laws.

The Membership

All members of the Fort Erie Minor Lacrosse Association Board of Directors will represent the FEMLA in a professional and dignified manner in all Lacrosse related areas whether as a recognized delegate of the FEMLA or in any other unofficial capacity such as Coach, Assistant Coach, Manager Official or even as a fan!

It is recognized that the FEMLA is a relatively small organization and that many of our members will represent our organization at more than one level. It is imperative that the primary responsibility of a Board Member is to the Board. While it is recognized and encouraged that our Board Members may also be involved in areas such as coaching or officiating, etc., it is of paramount importance that all Board Members recognize that their responsibility is the long and broad view. Their allegiance covers the complete spectrum from U7 to U22, both House league and Rep.

Discussions and differences of opinion at Board and Committee meetings will be inevitable but all Board Members must commit to FEMLA policy once it is passed. If a policy is passed with which a Board Member does not agree, the Board Member has the following options: support the policy, disagree with it in silence or resign!

While all Board and Committee meetings are open to the general membership, it is imperative, in order to encourage open discussion and participation, that such discussions remain privy to those in attendance. Discussions of policy outside these environments will take place but specific positions or quotes from other Board Members should not be discussed.

Violation of the principles of these guidelines may result in the suspension of the offending Board Member in accordance with Sections 3.04 and 3.08 of the By-Laws.

REGULATIONS

Playing Rules

The Association shall at all times abide by the Rules and Regulations of the Canadian Lacrosse Association, the Ontario Lacrosse Association, and the Ontario Minor Field Lacrosse League.

Other Rules and Regulations

The Association may make such Rules and Regulations as may be deemed necessary to promote, develop and govern the sport of lacrosse in the Town of Fort Erie, Ontario and other such areas accepted by the Ontario Lacrosse Association, and Ontario Minor Field Lacrosse League and the Fort Erie Minor Lacrosse Association Board of Directors.

The Association may impose such other regulatory measures as it deems necessary for the efficient administration of the competitive structure of the sport within its jurisdiction.

On an annual basis and prior to the start of the season, both the representative and house league programs will submit all rules and/or guideline revisions for the current operating year to the association's board of directors for approval.

No such regulation may violate the individual's rights or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of the sport.

Use of Association Name

No person shall use the name of the Association to book field or floor time at any facilities unless that person is the Association's appointed **Scheduler of Facilities** and is booking field or floor time during the tryout or playing season of the Association.

Any person found using the Association's name to book field or floor time shall be immediately suspended from the Association.

Use of Association Logo

The "Hawks" logo is the property of Association and shall be used on Association letterhead, official documents, newsletters, notices and clothing (including player shirts) as required by the Board. No person shall use the logo without the prior written consent of the Board.

Any person found using the "Hawks" logo or Association name without the prior written consent of the Board shall be immediately suspended from the Association.

