

BYLAWS

1. DEFINITIONS:

- 1.1. "MMLC" means Mission Lacrosse Club;
- 1.2. "Board" means the Board of Directors of Mission Lacrosse Club;
- 1.3. "Director" means a person elected or appointed to serve on the Board of Directors pursuant to these bylaw;
- 1.4. "Societies Act" means the Societies Act of the Province of British Columbia from time to time force and all amendments to it;
- 1.5. "Executive Board Meetings" means closed meeting to all but those elected and non-elected persons on the current Board;
- 1.6. "AGM" means Annual General Meetings, open to all Members to speak and vote;
- 1.7. "SGM" means Special General Meeting, called at any time according to bylaws. Open to all members to speak and vote;
- 1.8. The definitions in the Societies Act, on the date of these bylaws become effective, apply to these bylaws;
- 1.9. In these bylaws, words importing a male person include a female person and a female person include a male person, and either word includes a corporation; words importing the singular include the plural and vice versa.

2. AFFILIATION:

- 2.1. The MMLC is affiliated with the following governing boards ("affiliated governing boards"):
 - 2.1.a) The Canadian Lacrosse Association (hereafter referred to as the "CLA");
 - 2.1.b) The British Columbia Lacrosse Association (hereafter referred to as the "BCLA");
 - 2.1.c) The Lower Mainland Minor Lacrosse Commission (hereafter referred to as the "LMMLC"); and
 - 2.1.d) The Pacific Coast Field Lacrosse League (hereafter referred to as the "PCFLL").
- 2.2. The MMLC Board shall make its best efforts to comply with all applicable bylaws, rules and regulations by which the above bodies are governed.
- 2.3. Upon receiving proper notice, the MMLC shall arrange representation by one or more Directors, at all Regular, Special, and Annual General Meetings of the above associations

3. MEMBERSHIP:

- 3.1. The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 3.2. A person who is not an applicant for incorporation of the Society may become a member of the Society by applying to the Directors and upon acceptance by the Directors is a member, provided that the applicable membership dues are paid in accordance with these bylaws
- 3.3. Members shall be those persons who have (or have had) children involved in lacrosse, and they shall be in good standing.
- 3.4. A Member shall be deemed to be in good standing when he/she has paid his current Membership dues, any other dues to the Society, and must adhere to the constitution, bylaws and code of conduct policy.
 - 3.4.a) Membership fees are included as part of a player's registration fees when s/he registers to play field and/or box lacrosse with the club
- 3.5. A person may become a member by paying the annual Membership fee of \$10.00.
 - 3.5.a) Person's wanting to become members may be parents/guardians of past MMLC players, former ('aged out') MMLC players, and/or current or former referees/shot clock officials for MMLC.
 - 3.5.b) Other person's without a direct affiliation to MMLC may apply and be accepted through voting by the Directors as per section 3.2.
- 3.6. Membership in the Society shall expire on July 31 the following year of acceptance as a Member and shall be renewed by July 31 of each year thereafter.
- 3.7. Upon the failure of any Member to pay annual Membership dues, any subscriptions or indebtedness due to the Society, the Board of Directors may cause the name of such Member to be removed from the register of Members, but such Member may be re-admitted to Membership by the Board of Directors upon evidence as they may consider satisfactory.
- 3.8. A Member may be expelled by a resolution of the Board passed at an Executive Board Meeting. The notice of resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution shall be given the opportunity to be heard at the Executive Board meeting before the resolution is put to a vote.

- 3.8.a) Any Member who ceases to be in good standing or is expelled, resigns, or withdraws from the Society shall forfeit all rights, claims and interests arising from or associated with Membership in the Society.

4. MEETINGS:

- 4.1. Executive Board meetings of the Society must be held at the time and place within British Columbia, in accordance with the Societies Act, and as the Directors see fit.
 - 4.1.a) A Quorum for the transaction of business must be 50% plus 1 of elected directors.
- 4.2. Notice of an Executive Board meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business not less than fourteen days' notice to all Members of the society.
 - 4.2.a) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need to be sent.
 - 4.2.b) An Executive Board meeting may also be held, without notice, immediately following the annual general meeting of the Society.
- 4.3. Executive Board meetings may be formally called by the President, Vice-President-Box or Vice-President-Field, or by the Secretary on direction of the President or Vice-Presidents, or by the Secretary on direction in writing of two Directors.
 - 4.3.a) Notice of such meeting shall be delivered, emailed or telephoned to each Director not less than 24 hours before meeting is to take place.
- 4.4. The first AGM of the Society must be held not more than 15 months after the date of incorporation and shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 4.5. A SGM of the Society shall be called by the Board of Directors as they see fit.
 - 4.5.a) Not less than fourteen days' notice of the time, place and nature of such meeting shall be given to all Members of the Society.
- 4.6. A Quorum for the transactions of business at any AGM or SGM shall consist of not less than 10 Members present in person.
- 4.7. "Notice" shall be considered sent when written notice is personally delivered, mailed to the home address or personal email address, or via electronic communication such as MMLC social media and/or the MMLC website.

- 4.7.a) For the purpose of sending any notice the address shall be the last physical and/or email address as recorded on the books of the Society.
- 4.8. A Quorum for the transactions of business at any AGM or SGM shall consist of not less than 10 Members present in person.

5. VOTING:

- 5.1. Every Member in good standing shall be entitled to one vote at the AGM or SGM. The family of a player shall hold one vote, irrespective of the number of people within the family, the number of players from a family, whether the player is registered in one or both forms of lacrosse, and/or more than one of their immediate family are elected members of the Board.
- 5.2. All elected Board Members shall have 1 vote at Executive Board meetings.
- 5.3. Votes of Members must be given personally, proxies shall not be allowed.
- 5.4. At all meetings (Executive Board meetings, AGM and SGM), every question shall be decided by a simple majority (50% +1) of the votes of the Directors and/or Members present in person. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member.
- 5.5. In case of equality of votes, the Chair shall not have a casting vote in addition to the vote in which he/she may be entitled to as a Member and the proposed resolution shall not pass.
- 5.6. A resolution in writing, including in electronic form, signed or authorized by the majority (50% +1 votes) of Directors shall be valid and effectual as if it had been passed at an Executive Board Meeting.
- 5.7. The guidelines for procedures in any meeting of the Society shall be those as set out in Roberts Rules of Order (revised edition) where the provisions of these rules are inconsistent with the bylaws of the Society, specific rules of order for the management of any General or Annual General Meeting shall be presented to the assembly for acceptance.

6. BOARD OF DIRECTORS:

- 6.1. The affairs of the Society shall be managed by a Board of Directors, such Board of Directors shall be no less than seven (7) and no more than thirteen (13) members or as such number as may be determined from time to time at an AGM or SGM.

- 6.1.a) The Board shall include a President, a Vice-President-Box, Vice-President - Field, a Secretary, a Registrar, a Treasurer and up to seven (7) Directors.
- 6.2. The President, Vice-President-Field, Treasurer, Registrar and up to three Directors shall be elected in alternate years to the election of the Vice President-Box, Secretary and up to four (4) other Directors. In the event that such election is not by acclamation, then such election shall be by ballot.
- 6.3. The Board of Directors shall be elected for a period of two years, or for the remainder of a two-year term if a position has been vacated or unfilled.
- 6.4. The Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in an Executive Board Meeting, subject always however, to the provisions of the "Societies Act."
- 6.5. A Director shall cease to be a Director at the time he/she ceases to be a Member of the Society.
- 6.6. Vacancies on the Board of Directors, however caused, may so long as quorum of Directors remain in office, be filled by the Directors from among the qualified Regular Members of the Society, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall call a SGM of the Members to fill the vacancy.
- 6.7. Any Member of the Board of Directors may be expelled by a Resolution of the Society. If any Director is expelled from the Society, or shall resign his/her office, or without reasonable excuse absent himself from three or more Directors' meetings, the Directors shall declare his office vacated and may appoint a successor in his place to hold office until the next AGM.
 - 6.7.a) A reasonable excuse for the purpose of these bylaws may include, but not limited to, a work/family/lacrosse commitment, a family or personal emergency, a reasonable attempt to contact the Board prior to the meeting for an absence.
- 6.8. The Members of the Board of Directors shall receive no remuneration for acting as such, but their expenses on behalf of the Society may be defrayed with the prior approval of the Board of Directors.
- 6.9. Members may hold only one office on the Board of Directors.
- 6.10. Subject to the Societies Act, every director of the society shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the society and his heirs, executors, and administrators and estate and effects respectively shall

from time to time and at all times be indemnified and saved harmless out of the funds of the society from and against all costs, charges and expenses whatsoever such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or any other duties of his of their office, and also from and against all other costs, charges and expenses, which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or willful default.

7. EXECUTION OF DOCUMENTS:

- 7.1. Deeds, transfers, licenses, contracts, and engagements on behalf of the Society shall be signed by either the President or a Vice- President AND by the Secretary, and the Secretary shall affix the Seal of the Society to such instruments as require the same.

8. BORROWING:

- 8.1. For the purpose of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of a Resolution of the Society.

9. AUDIT OF ACCOUNTS:

- 9.1. The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine.

10. CUSTODY AND USE OF SEAL:

- 10.1. The Board of Directors may adopt a seal which shall be the Common Seal of the Society.
- 10.2. The Common Seal of the Society shall be under the control of the Board of Directors, and the responsibility for its custody and use from time to time shall be determined by the Board of Directors.

11. ALTERATION OF BYLAWS:

- 11.1. The bylaws of the Society shall not be altered or added to except by a Special Resolution of the Society.
- 11.2. For the purposes of the Society "Special Resolution" shall mean a resolution passed by a majority of such Members entitled to vote as are present in person at an AGM or SGM of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given, such majority being two-thirds (2/3) percent.

12. BOOKS AND RECORDS:

- 12.1. The Board of Directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.
- 12.2. The Directors shall determine whether and to what extent, upon written request, a Member shall have any right to inspect any account or book or documents of the Society except as conferred by law or authorized by the Board of Directors.