

Stouffville Minor Lacrosse Association 2020 Constitution



Section 1 - Identification

1.01 NAME

The name of this Association shall be the Stouffville Minor Lacrosse Association, a member of the Ontario Lacrosse Association. The Head Office of the Association shall be in the Town of Whitchurch-Stouffville, Ontario. The official logo shall be the 'Thunder logo' as represented on the cover page of this Constitution.

1.02 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 Whitchurch-Stouffville and shall operate as a branch of the Ontario Lacrosse Association:

Our geographical borders shall be defined and ratified by the Ontario Lacrosse Association and subject to change at the discretion of and in agreement with Zone 6 and the OLA. This document will be updated as these changes occur.

1.03 MISSION STATEMENT

The mission of the Association is to organize, promote, develop and govern minor lacrosse within the Town of Whitchurch-Stouffville and other areas accepted by the Ontario Lacrosse Association. In doing so:

The Association will provide an opportunity for all eligible youth of our community to participate in recreational house league lacrosse and to provide community based programs which will allow a player to participate in an environment that is safe, fun, fair, and challenging. The Association will provide the opportunity for eligible members to participate in representative lacrosse and to compete at the highest level of play.

The Association will promote and model respect for all players, opponents, officials and members associated with the SMLA, through good sportsmanship, correct and proper behavior, team play and fair play.

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

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 Whitchurch-Stouffville and shall operate as a branch of the Ontario Lacrosse Association.

Our geographical borders shall be defined and ratified by the Ontario Lacrosse Association and subject to change at the discretion of and in agreement with Zone 6 and the OLA. This document will be updated as these changes occur.

1.04 ORGANIZATION

The Association shall be composed of members as hereinafter set out and it shall be managed by an elected Board of Directors and other appointed members as outlined in this Constitution and Bylaws.

1.05 CONTACT INFORMATION

The Association will maintain its own mailing address within the Town of Whitchurch-Stouffville. The Association will maintain its own electronic email address.

1.06 AFFILIATION

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

1.07 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, no Director shall vote on that agenda item, nor shall he or she be counted in the quorum and may not participate in any discussion.

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 member(s) perceived to be in conflict and the reporting member(s) are to refrain from voting and debate. In the situation that the President is perceived to have the conflict, the Past President will discuss the matter with the President.

1.08 CODE OF CONDUCT

- The code of conduct for this Association shall be the same as those of the OLA B 3.08 Sections I, II, III.

1.09 INTERPRETATION CLAUSE

- Any reference to “he”, “him” and “his” shall include and also mean “she”, “her” and “hers” respectively.

Section 2 – Membership

2.01 Classes of Members

The Association shall have four (4) classes of membership, namely: Playing Members, Adult Members, Affiliated Members and Honorary Lifetime Members:

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

An Adult Member shall be: eighteen years of age or older and a parent or guardian of a Playing Member(s) or bench personnel or a referee registered with the Association or a current member of the Board of Directors.

Affiliated Members shall be all non-playing members who have properly registered to participate in the on/off floor operations of the Association. Members in this class will have no vote but may attend member's meetings by invitation.

Honorary Lifetime Members shall be non-playing members who have rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the current Stouffville Minor Lacrosse Association's Board of Directors.

Honorary members will have no vote but may attend Stouffville Minor Lacrosse Association members' meetings by invitation, meetings of the Board and Committees of the SMLA.

2.02 Cessation of Membership

Any member who shall resign or be suspended as a member of the Association shall immediately return to the Association all books, equipment, email address, uniforms or other property of the Association which he may have in his/her care.

2.03 Insurance

All of the Association's Playing Members, coaches, trainers and managers shall be insured through the Ontario Lacrosse Association insurance plan. All coaches will be insured through the Coaching Association of Canada Liability Insurance Plan. The coverage terms shall be from January 1 to December 31 of the current year registered.

2.04 Terms and 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 in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association for the current year. The Secretary shall inform those concerned of this suspension in writing.

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.

Members whose conduct is considered by the Board of Directors to be contrary to the stated Code of Conduct, the Rules of Play and 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 proper 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 within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. 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.

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.

2.05 Member 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 he/she may have in his/her care.

Any player or team official accepted by the Stouffville 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 he/she may have in his/her care.

A Board member of the SMLA who transfers, through a release in accordance with the OLA guidelines, to a neighboring association must relinquish membership on the Board under the discretion of the Executive.

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

2.06 Membership Fees

Registration fees for the current year shall be established annually by the Board of Directors. 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.

2.07 Members Right to Vote

The current Board members, Adult members, and Playing Members 18 years of age or older that are registered members of the SMLA and in good standing in the SMLA at the time of the Annual General Meeting shall be eligible to vote. Only one (1) parent/guardian per family shall be eligible to vote at the Annual General Meeting.

Only current Board of Directors, in good standing, are eligible to vote at Board of Director Meetings.

Section 3 - GOVERNING STRUCTURE

3.01 Board of Directors

The affairs of the Association shall be conducted by the Board of Directors. All Association decisions must be ratified by the Board of Directors prior to any action or amendment concerning such decision.

The Board will meet 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
- Executive Vice President's Report
- Other Vice President's Reports
- Treasurer's Report
- Sub Committee Chairperson(s) Report(s)
- Other Portfolio(s) Report(s)
- Old/New Business items

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than seven days before the date that the meeting.

The President shall preside at all Board meetings. In the absence of the President, a Vice President shall chair, and so on in succession. The Chair however, must be a member of the executive committee.

A quorum at Board of Directors meetings will be a simple majority of its eligible voting members.

Except for the President and the Past President, every Board member shall have a vote in all decisions unless it is a paid position.

The results of any vote held shall be declared by the Chair and recorded by the Secretary or designated minute taker and any such declaration shall be prima facie proof of the accuracy of the number of votes or proportion of votes recorded in favour of or against such resolution, and the declaration shall be final.

Where required, the board of directors may vote on motions using electronic mail. 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.

The President shall have a casting vote only in the event of a tie among the members present.

Other duties of the Board members shall be outlined in this Constitution and in the Bylaws.

3.02 Election of the Board of Directors

Nominations for candidates to fill vacancies on the Board of Directors must be submitted in writing and signed by two current board members of the Association and must be received by the secretary a minimum of seventy-two hours prior to the scheduled commencement of the Annual General Meeting.

The Association's Board of Directors shall be elected at the Annual Meeting by a show of hands and shall rule for the given term.

To be elected President, a member must have been on the Board at least two of the four preceding years.

To be elected to a Board position, a member must obtain a minimum of 50% plus one (1) of the votes cast and is at least eighteen years of age.

All Board of Director positions, except for Past-President, shall be elected at the Annual General Meeting in the following order:

1. President
2. Executive Vice President
3. Vice President Representative
4. Vice President Field
5. Secretary
6. Treasurer
7. Registrar
8. Scheduler
9. Referee-in-Chief
10. Director of Equipment
11. Director of Sponsorship & Fundraising
12. Director of Communication
13. Director at Large (3)

3.03 Vacancies on the Board of Directors

The Board of Directors may appoint any Adult Member in good standing to fill a vacancy until the next Annual General Meeting.

3.04 Suspension

The Board of Directors may suspend, cancel the affiliation of or accept the resignation of any member 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.

3.05 Appeals

A suspended Board member shall have seven (14) days from receiving by registered mail notice of his suspension to advise the Past President of his or her intention 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 Past 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 twenty-one (21) day's 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.

3.06 Terms of Office

All Board of Directors positions will be for a term of 24 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. 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.

3.07 Terminations

A board member may be removed with just cause and a 2/3 majority vote of the current Board of Directors approving such a resolution, specifying the intention to pass such resolution has been given with the notice of the meeting.

3.08 Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

3.9 Return of Property

Any Board Member who shall resign, be suspended or terminated shall immediately return to the Association all books or other property of the Association which he/she may have in his/her care.

3.10 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 Members of the Board of Directors of the Association must provide all original receipts.

Section 4: ANNUAL MEETING

4.01 General Assembly

On all questions of procedure not dealt with by the Constitution, the latest edition of Robert's Rules of Order shall apply. A non-Board member shall chair the elections at the Annual General Meeting.

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
- Election of the Board of Directors
- Old Business
- New Business

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

To be elected to a Board position, a member must obtain a minimum of 50% plus one (1) of the votes cast.

The current Board members and Adult Members of the Association are entitled to vote as are Playing members who are 18 years of age or older.

Any past member of the Association may petition the Grievance Committee for a special dispensation for voting privileges. There shall be no proxy votes.

Members considered not in good standing in the current year may not vote.

Any previous fines 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 ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Candidates for the Board of Directors shall be selected from among eligible members. The Board of Directors of the Association shall be as follows: (suggested)

- President (even Years)
- Vice President (odd years)
- Registrar (even years)
- Treasurer (odd years)
- Rep Director (even years)
- Secretary (odd years)
- Sponsorship (even years)
- Webmaster (odd years)

- Programming Director (even years)
- Advertising & Social Media (odd years)
- Special Events (even years)

Non-voting members

- Immediate past president
- RIC (appointed yearly)

4.04 Special Meetings

A Special Meeting of the Association must be called within fourteen (14) days by the Board upon its own motion or by a petition which is submitted to the Secretary with the signatures of more than thirty (30) Adult Members of the Association. Only the business for which a Special Meeting has been called will be dealt with, except with the unanimous consent of those present.

4.05 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.

4.06 Voting Procedures

A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-Laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership with the exception of constitutional and by-law amendments which shall require a 2/3 majority affirmative vote of members present at the meeting.

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. Whenever a vote by show of hands has been taken upon a question 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 their voting rights in relation to matters coming before the Special Meeting or an Annual General Meeting of the Membership.

4.07 Error or Omission

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.

4.08 AMENDMENTS

Amendments to this Constitution may be proposed either by the Board of Directors or by a member in good standing.

Adoption of the amendments shall require a two-thirds vote of the members voting, in person, provided that notice of the meeting and the content of the amendments shall have been announced to the membership at least fifteen days prior to the time at which the vote will be taken.

Members Amendments must be submitted in writing to the Secretary thirty days prior to the Annual General Meeting.

Section 5 – FINANCIAL

5.01 Banking

The funds of the Association shall be deposited within one week 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 one of the following Board of Director positions: Treasurer, President, Executive VP or Secretary.

All cheques shall be signed by any two of the following Board of Director positions: Treasurer, President, Executive VP 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 and / or an automatic bank machine,
- Interact E-transfer deposit directly into the Association account,
- Withdrawal by authorized Association cheque

5.02 Fiscal Year

The fiscal year of the Association shall end on the 30th day of September in each year.

5.03 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 shall be audited in December of each year if directed by a majority vote of the membership at the Annual General Meeting.

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.

5.04 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.

5.05 Protection of Members

The Board members and their heirs shall at all times be completely indemnified out of the funds of the Association and all costs, charges and expenses which such Board member sustains or incurs as a result of any proceeding which is brought against him/her for an act or omission by him/her relating to the execution of the duties of his office and all costs, charges and expenses which such Board member sustains or incurs in relation to the affairs of the Association, except such costs, charges and expenses occasioned by his willful neglect or default.

5.06 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 money shall be donated to a charitable organization, decided by the majority at the Special Meeting, which carries out its work solely in Ontario.