



**STOUFFVILLE MINOR
LACROSSE ASSOCIATION**

**2020
CONSTITUTION**

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 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.

1.03 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.

1.04 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.

1.05 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.

1.06 CONFLICT OF INTEREST

- No Board member shall participate in any activity related to the Association or its members for which he receives, or has the potential to receive, a financial benefit without first disclosing to the Board the nature of such activity and secondly receiving approval from the Board to engage or continue to engage in such activity.
- No member of the Board shall participate in any Board discussions or vote on any matter before the Board where he has a conflict of interest.
- Instances in which a conflict of interest will be deemed to exist for a Board member include, but are not limited to, the following:
 - a. The matter under discussion directly involves a member of his immediate family.
 - b. The matter under discussion involves an entity in which he or a member of his immediate family has a financial interest.
 - c. The matter under discussion involves a team in which he is a member of the coaching staff and/or one of his children is a player.
 - d. The coach selection process for any rep team for which one of his children is eligible to play by virtue of age.
- Should a Board member recognize or suspect that he/she has a possible conflict of interest on a matter before the Board, he shall immediately advise the Chair of the potential conflict and excuse himself from the meeting until the matter in question has been dealt with.
- It is the duty of every Board member to advise the Chair if they believe that a member of the Board has a conflict of interest on a matter before the Board. Such advice shall be without prejudice.
- Failure by a Board member to disclose a conflict of interest, or to comply with a directive from the Board re: a conflict of interest could result in disciplinary action including expulsion from the Board.

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.

1.07 INTERPRETATION CLAUSE

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

Section 2 – Board of Directors

The Board of Directors is the governing body of a not-for-profit. The not-for-profit Board ensures that the Association carries out its mission.

The Executive Committee includes the Board’s officers – President, Treasurer, Secretary & Vice President.

NOTE: Although the members of the Executive Committee hold the Board’s leadership positions, the Committee differs from the board in the scope of its authority and its ability to act independently.

2.01 DIRECTORS

- The affairs of the Corporation shall be managed by a board of at directors duly elected or appointed from time to time, and each such director shall during the term of his or her office, be a member of the Corporation.
- The directors shall hold office for a period of two years. Departing Board of Directors are also required to participate in the first meeting of the newly elected Board of Directors but do not have voting privileges. They shall provide a formal written summary report, plus any cumulative documentation affiliated with said position from the previous lacrosse season.
- Board members whose terms have expired may be re- elected to subsequent terms, as desired by popular vote at the AGM, and where the number of nominees is less than, or equal to the number of vacancies, on the board, the nominees shall be acclaimed as members of the board.
- Nominations for candidates to fill vacancies on the Board of Directors must be submitted in writing and signed by two current members of the Association (Directors, rostered team officials or registered players who have reached the age of majority) and must be received by a member of the Executive Committee a minimum of seventy-two hours prior to the scheduled commencement of the Annual General Meeting.
- The board may also at any time appoint a member to the board to carry out specific duties as agreed to by the board; the term of such appointed members shall end at the next Annual General Meeting.
- The Board of Directors shall have complete power to manage the business, to raise funds in any manner not inconsistent with the policies of the OLA, and to perform all other necessary functions.
- Decisions or actions of the Board of Directors may be overruled by a two-third majority vote of the members.
- Any Director shall cease to hold office upon resolution of the Board. The Executive Committee, on approval of the Board, shall have the power to remove any Board member who fails to attend three regular Board of Directors meetings in one fiscal year without just cause.

- No board member will benefit financially from the SMLA unless it is fully disclosed and voted on by the board.

2.02 EXECUTIVE COMMITTEE (OFFICERS)

• The Stouffville Minor Lacrosse Association shall be governed by an Executive Committee made up of the following officers, all members in good standing of the OLA, and elected annually by the Board of Directors, from the board of Directors, immediately following the AGM.

(a) President

(b) Secretary

(c) Treasurer

(e) Vice-President

• Any Officer shall cease to hold office upon resolution of the Board. The Executive Committee, on approval of the Board, shall have the power to remove any Executive member who fails to attend three regular Board of Directors meetings in one fiscal year without just cause.

2.03 COMMITTEES

Committees shall be established by the Board of Directors to execute the work of the Association. Chairpersons of the committees shall be appointed by the Board of Directors. Each committee chairperson shall select the personnel and promote the activities of his/her committee. All committees (except for the Elections Committee) shall operate under the direction and approval of the Board of Directors.

2.04 REMUNERATION

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.

Section 3 – Meetings

The Board shall meet monthly for the purposes of carrying out Corporation business.

3.01 NOTICE

- 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.
- 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.

3.02 CHAIR

- 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.

3.03 QUORUM

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

3.04 VOTING

- Members of the board may, by show of hands, vote on resolutions, directives or initiatives set forth by motion at the meeting of the board, and such votes shall be recorded and motions, resolutions, and initiatives so voted shall be marked as passed or defeated.
- The chair of the meeting shall not vote unless a tie exists among the members present.
- All votes at such meetings shall be by assent or dissent, however by request by at least two members present; ballots shall be taken and voting done by such ballot
- 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.
- In all cases where a vote declaration has been made, the result of such vote shall be recorded in either instance as unanimous.

3.05 OTHER ATTENDEES

- Committee chairpersons may attend meetings of the Board of Directors and have the privilege of speaking on matters relevant to the committee's function, but shall have no power to vote by virtue of their committee role.
- Any other member may attend Board of Directors meetings if requested to by the board. And may be granted the privilege of the floor at the discretion of the presiding officer but shall have no power to vote.

3.06 OTHER COMMUNICATION FACILITIES

- If all of the Directors of the Association consent, a Director may participate in a meeting of the Board of Directors or of a Committee by conference or electronic means that permits all participants to communicate adequately with each other during the meeting.
- A Director participating by such means is deemed to be present at that meeting.

Section 4 – Financial

4.01 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.

4.02 FINANCIAL YEAR

- The financial year of the Association ends on September 30th in each year.

Section 5 – Membership

5.01 CLASSES OF MEMBERSHIP

The membership of the Corporation shall consist of the following:

- Players and team officials registered with the SMLA
- Elected or appointed directors of the Corporation.
- Life members of the Association

5.02 MEMBERSHIP

• It is stated herein that the Corporation is a contract based entity, and any person who applies for membership in the corporation is offering to follow the bylaws, constitution, regulations, policies and rules of the corporation as they exist from time to time. The Corporation completes the contract by acceptance of fees and dues, and therein agrees to follow its own bylaws, constitution, regulations, policies and rules of the Corporation as they exist from time to time, and in addition, the Corporation agrees to the following:

- a. Each member shall be entitled to one vote on each question arising at any special or general meeting of the members;
- b. Voting rights of any registered player member may be transferred via proxy to the player's parent or legal guardian for the purpose of voting at any special or general meeting of the members;

5.03 DISCIPLINARY ACTION OR TERMINATION OF MEMBERSHIP FOR CAUSE

- The member may resign at any time by submitting to the Board of Directors the intention of such resignation in writing, and the resignation becomes effective only upon the acceptance of such resignation by the Board;
- The resignation of any member does not absolve such member of financial obligations to the Corporation at the time of resignation, whether or not the resignation is duly accepted by the board.
- The Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Constitution.
- Membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with this Constitution or by the Ontario Lacrosse Association.

5.04 BOARD OF DISCIPLINE

- The Board of Directors may appoint a Board of Discipline to review the actions of a member which it believes may be contrary to the interests of the SMLA; such reviews will not be precluded by the actions of other authorities or governing bodies including, but not limited to, the OLA.
- The Board of Discipline shall consist of five Directors, at least two of whom shall be members of the Executive Committee, and shall be chaired by the President, or Vice President.

- A member who is subject to a review by a Board of Discipline (hereafter referred to as the Respondent) must be advised of the matter to be reviewed, and invited to appear before the Board with a minimum of 24 hours notice as to the time and location; the Respondent will be expected to attend the meeting as scheduled unless he/she waives his/ her right to attend, or can demonstrate good reason as to why the scheduled meeting time is unacceptable.
- A Respondent who fails to appear at a scheduled meeting of a Board of Discipline will be deemed to have waived their right to appear and be heard, and the Board will proceed with its review; the non-attendance of the member shall not invalidate the proceedings.
- A member of the Board of Discipline shall be appointed to record the minutes of the proceeding and shall provide these minutes to the Board and the Respondent within 48 hours of the meeting.
- The Board of Discipline, upon completion of its review will determine what remedies, if any, shall be taken, and shall advise the Respondent in writing of its decision within 48 hours of the meeting; no remedies may be implemented for a period of 72 hours following the meeting unless the Board of Discipline determines that the immediate implementation of such remedies is required to protect the safety of a member of the Association.
- A Respondent may appeal a Board of Discipline decision within 24 hours of receiving such decision by a written request to the Board of Directors in which he/she provides substantiated evidence that the decision of the Board of Discipline was based on false or incorrect information.
- Should the Board of Directors agree to hear an appeal it may delay implementation of any remedies imposed by the Board of Discipline pending the appeal provided there are no concerns that such delay may endanger the safety of a member of the Association. Any report alleging a breach of Member obligation under the Code of Conduct shall be submitted in writing within 7 days of the event/occurrence.

Section 6 – Meetings of Members 6.01 ANNUAL MEETING

- The annual general meeting, or AGM is to be held in the place at the time and date set out by the Board for such purpose, and the members may be notified of such meeting by electronic notice, facsimile, or by posting on the website, at least 15 days prior to the meeting.
- It shall be held after the end of the fiscal year and prior to the OLA Annual General Meeting.
- In addition to any other business transacted at the AGM, the reports from the Treasurer and any auditors if applicable shall be made available to the members for examination, upon request; The business transacted at the Annual Meeting shall include:
 - receipt and approval of the agenda;
 - receipt and approval of the minutes of the previous Annual and subsequent Special Meetings;
 - consideration and approval of the financial statements;
 - Amendments
 - Election of Executive and Board of Directors
 - Special business as may be set out in the notice of meeting (Life Member approval may be included here)

No other item of business shall be included on the agenda.

6.02 ELECTION OF BOARD OF DIRECTORS AND OFFICERS

- Candidates for the Board of Directors shall be selected from among eligible members. Nominations for positions may be made from the floor at a general meeting provided that the member so nominated agrees to run.
- The Board of Directors of the Association shall be as follows: (suggested)

- President (even Years)
- Vice President (odd years)
- Rep Director (even years)
- Treasurer (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)
- Administrator (appointed yearly)

Assumption of Duties: Those elected each year shall take office at the start of the first Board of Directors meeting of the new fiscal year.

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by this Constitution provided that:

- each Member in good standing is entitled to one vote at any meeting;
- votes shall be taken by a show of hands among all Members present unless a ballot is requested; an abstention shall not be considered a vote cast;
- before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- if there is a tie vote, the Chair of the meeting shall have a casting vote. If there is a tie vote upon written ballot the motion is lost; and
- whenever a vote by show of hands is taken on a question, unless a written ballot is required, a declaration by the Chair of the meeting that a resolution has been carried or lost and an

entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion unless a count is requested.

6.03 PROXY VOTES

- Proxy Votes must be submitted by mail (written or electronic), on the form provided, to the Secretary 48 hours prior to the meeting and must indicate the member exercising the proxy vote.
- Each member in attendance at the meeting is allowed to also exercise one proxy vote.

6.04 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, either in person or by proxy, 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.