

The Societies Act By-Laws

The Name of the society is **Edmonton Miners Lacrosse Club**

1. Membership

1.1 There are three categories of membership:

- a) **Full members**
- b) **Associate members**
- c) **Honorary members**

1.1.1 To become a full member, an individual must be a member of the club during that particular year.

1.1.2 To become an associate member, an individual must be a resident of Alberta. Upon payment of membership fee and a favourable vote of the full members an individual may become an associate member. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. The membership fee in the society shall be payable on the first day of each year in advance of the general meeting.

1.1.3 To become an honorary member, an individual must have been a member of the Edmonton Miners Lacrosse team.

1.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 1.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

1.3 Membership Fees

1.3.1 Membership Year

The membership year is from January 1 to December 31.

1.3.2 Setting Membership Fees

The Board decides annual membership fees for each category of Members.

1.3.3 Payment of Fees

The annual membership fees must be paid on or before the Annual General Meeting of every year.

1.4 Rights and Privileges of Members

1.4.1 Any member in good standing is entitled to:

- a) Receive notice of meetings of the Society.
- b) Exercise other rights and privileges given to Members in these by-laws, except the right to vote.

1.4.2 Voting Members

The only Members who can vote at meetings of the Society are:

- a) Full members in good standing
- b) Associate members in good standing

1.4.3 Such votes must be made in person and not by proxy or otherwise.

1.5 Termination of Membership

1.5.1 Resignation

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

1.5.2 Withdrawal

If a Member has not paid the annual membership fees within three months following the date the fees are due, the Member is considered to have submitted his/her resignation. Membership is ceased when the Member's name has been withdrawn from the register.

1.5.3 Expulsion

Any member, upon a majority vote of all members of the society in good standing, may be expelled from membership for any cause which the society may deem reasonable.

2. Board of Directors

2.1 The Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

2.1.1 Members of the Board

- a) the president
- b) past president
- c) vice-president
- d) secretary or secretary/treasurer
- e) treasurer
- f) seven directors –at-large

2.1.2 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

2.1.3 Any elected or appointed Member of the Board who does not attend three(3) consecutive Meetings of the Board without just cause may be relieved of his/her duties.

2.1.4 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

2.2 The board shall, subject to the by-laws or directions given by the majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society.

2.3 Meetings of the Board

2.3.1 The President calls the meetings on the request of any two other Directors of the Board.

2.3.2 Notice shall be sent by phone or email three days prior to the meeting.

2.3.3 A majority of the Directors present at any Board meeting shall constitute a quorum.

2.3.4 In the absence of both the president and vice-president, a chairperson may be elected at the meeting to preside.

2.4 Duties of the Officers of the Society

2.4.1 The President

- shall call all meetings
- when present, chairs all meetings of the Society
- shall be ex-officio member of all committees
- carries out other duties assigned by the Board

2.4.2 The Vice-president

- presides at meetings in the absence of the president
- carries out other duties assigned by the Board

2.4.3 **The Secretary**

- attends all meetings of the Society
- keeps accurate minutes of these meetings
- in case of his/her absence duties shall be discharged by such officer as may be appointed by the Board.
- Shall be in charge of correspondence of the Board
- Keeps a record of names and addresses of all Members of the Society
- Makes sure all notices of various meetings are sent
- Makes sure all fees are collected and turned into the treasurer
- Keeps the seal of the Society. Use of the seal shall be by the president or in his/her absence the person appointed as their replacement.
- Files the annual return, changes in the directors, amendments to the by-laws and other documents with the Corporate registry.

2.4.4 **The Treasurer**

- Makes sure all monies paid to the society are deposited in a chartered bank, treasury branch or trust company
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested
- Makes sure an audited report of the financial position of the Society is prepared and presented at the Annual General Meeting.
- Makes sure gaming and bingo reports are filed in a timely fashion.
- Carries out other duties assigned by the Board.

2.4.5 **Directors**

- Shall attend meetings as required by the board
- Carries out other duties as assigned by the board

2.5 Each member of the board shall have one vote. The President's vote will be the deciding vote in the case of a tie.

3. Meetings

3.1 Annual General Meetings

3.1.1 This society shall hold an annual meeting on or before January 31st each year, of which meeting due notice shall be given to all members.

3.1.2 The secretary shall give due notice to all members by letter, which shall be delivered to the last known address of each member, delivered in the mail eight days prior to the meeting.

3.1.3 At this meeting there shall be elected in alternate years a President, Vice-president, secretary, treasurer(or secretary/ treasurer), and seven directors. Terms of office shall be two years. The President, secretary and four directors shall be elected in odd numbered years. The vice-president, treasurer(or secretary/treasurer) and three directors shall be voted in on even numbered years. The officers and directors so elected shall form a board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it so stated in the notice calling such a meeting. Any member in good standing shall be eligible to hold any office in the society

3.1.4 Seven members or 20% of members in good standing, whichever is less, shall constitute a quorum. If quorum is not met after ½ hour of the start of the meeting the president shall set a date for a new meeting. If a quorum is not met within ½ hr. after the set time of the second meeting, the meeting will proceed with the Members in attendance.

3.2 Special Meetings

- 3.2.1** Special meetings of the society may be called at any time by the president or secretary upon receipt by him/her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting
- 3.2.2** Only the matter(s) set out in the notice for the Special Meeting are considered at the special meeting.
- 3.2.3** Notice of meeting shall be by letter to the last known address of each member, delivered in the mail eight days previous to the meeting.

4. Auditing

4.1 Financing and Auditing

- 4.1.1** The fiscal year of the society in each year shall be December 31st.
- 4.1.2** The books, accounts and records of the secretary and treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual general meeting of the society.

4.2 Cheques and Contracts of the Society

- 4.2.1** Designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 4.2.2** All contracts of the Society must be signed by the persons authorized to do so by the resolution of the Board.

4.3 Keeping and Inspection of the Books and Records

- 4.3.1** The secretary and treasurer shall keep all records and books as is their responsibility.
- 4.3.2** Each member of the board shall at all times have access to such books and records with adequate notice.
- 4.3.3** The books and records of the society may be inspected by any member of the society at the annual general meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer/s having charge of the same.

5. Remuneration

- 5.1** Unless authorized at any meeting and after notice of same shall have been given, no director, officer or member of the association shall receive any remuneration for his/her services.

6. Borrowing Powers

- 6.1** For the purpose of carrying out its objectives, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular the issue of debentures. This power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

7. By-Laws

- 7.1** The by-laws may be rescinded, altered or added to by a “Special Resolution” passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting
- 7.2** One month’s written notice shall be given of the Annual General Meeting specifying the intention to propose a special resolution (delete the resolution).
- 7.3** The amended by-laws take effect after approval by the Special Resolution at the Annual General Meeting and accepted by the Corporate Registry of Alberta.

8.. Miscellaneous

- 8.1** The society shall carry out its objectives without the purposes of gain for its members and profits shall be used to promote the society's objectives.
- 8.2** In the event of dissolution or winding up of the society, all its remaining assets, after payment of all debts and liabilities, shall be transferred to such organizations with the same or similar objectives of the Club as determined by the dissolving special resolution or as may be otherwise required by law.