

CR1302242 0101

### Special Resolution



I hereby certify that the following special resolution was passed at a meeting of the members of Sherwood Park Titans Lacrosse Association on OCTOBER 23, 2011.

The by-laws were changed as follows:

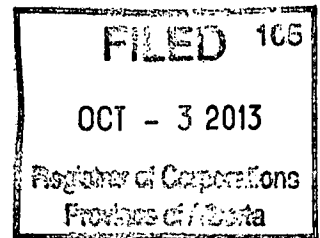
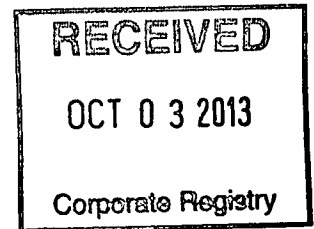
The existing by-laws are repealed. They are replaced by the attached by-laws.

Date: MARCH 12, 2013

Signature: [Handwritten Signature]

Name Printed: ROBERT J. MILLER

Title: PRESIDENT



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**SHERWOOD PARK TITANS LACROSSE ASSOCIATION  
BYLAWS**

**NAME and PREAMBLE**

1. The name of the Club is the Sherwood Park Titans Lacrosse Association (referred to in these Bylaws as the Sherwood Park Titans). The Sherwood Park Titans are dedicated to providing the best possible lacrosse experience for its Members, coaches, other volunteers, and players.
2. This document constitutes the general Bylaws of the Sherwood Park Titans. These Bylaws regulate the transaction of business and affairs of the Sherwood Park Titans.
3. Headings, titles and sub-heads within these Bylaws are for convenience and ease of reference only and do not necessarily limit or describe that contained within the part or paragraph that follows.

**PART I – AFFILIATION WITH GELC, ALA, CLA and RMLL**

4. **Bylaws Subject to Certain Affiliated Organizations:** The Bylaws of the Sherwood Park Titans are subject to terms and conditions imposed by the Greater Edmonton Lacrosse Council (“GELC”), the Alberta Lacrosse Association (“ALA”), the Canadian Lacrosse Association (“CLA”) and the Rocky Mountain Lacrosse League (“RMLL”). Where a conflict arises between these Bylaws and the Bylaws of the GELC, ALA, CLA or RMLL, the Bylaws of the GELC, ALA, CLA, or RMLL will govern.

**PART II – MEMBERSHIP**

5. **Eligibility:** The following individuals who are residents within the current Sherwood Park Titans boundaries (as defined and amended from time to time in consultation with the GELC), or those residing outside those boundaries but granted membership by the Board of Directors of the Sherwood Park Titans (the “Board”), may become Members of the Sherwood Park Titans:
  - (a) Each parent or legal guardian of each player registered with the Sherwood Park Titans, or;
  - (b) Any Lacrosse Player registered with the Sherwood Park Titans who is at least eighteen (18) years old, or;
  - (c) Any non-parent coach, assistant coach, manager, Board Member, or volunteer granted membership by the Board.

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6. **Membership Fees:** All Members will pay the prescribed fees set by the Board for their own participation or their child to be eligible to play in the annual Sherwood Park Titans lacrosse program. Failure to pay within the prescribed time will provide grounds for temporary suspension of membership and of their child's eligibility to participate in the program effective upon notice of the arrears. If the arrears are not paid promptly following notice from the Board, the Board may by resolution make the suspension indefinite.
  7. **Expulsion or suspension:** The Board may expel or suspend any Members from membership and/or their children from participating in the annual Sherwood Park Titans lacrosse program if:
    - (a) The conduct of the Member or the Member's child, is determined by the Board, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of the Sherwood Park Titans;  
or
    - (b) The Member or the Member's child willfully commits a breach of the Bylaws, policies, Codes of Conduct, rules, or regulations of the Sherwood Park Titans that are in effect at the time.

No Member or the Member's child will be expelled or indefinitely suspended without being notified of the charge or complaint against them and without having first been given an opportunity to be heard by the Board at a meeting of the Board called for that purpose.

8. **Resignation:** Members may resign by written notice to the Board. The effective date of resignation will be the date on which the notice is received by the Board. For the purposes of these Bylaws, "Resignation" may include where the Member or child of the Member is injured and is unable to participate in the lacrosse program of the Sherwood Park Titans for the balance of the lacrosse season.
9. **Effect of Expulsion, Suspension, or Resignation:** A Member will remain liable for payment of any dues, fees or amounts levied or which become payable by the Member to the Sherwood Park Titans prior to the effective date of their resignation. Any Member who resigns or is expelled or suspended from the Sherwood Park Titans will forfeit all right, claim and interest arising from or associated with membership as they are no longer a Member in good standing. Unless specifically approved by the Board, the Member who has been expelled, suspended, or resigns, or whose child has been expelled, suspended, or resigns will not be entitled to a refund of any fees that have been paid up to that time. A suspended Member shall return to a Member in good standing status upon completion of the suspension.

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10. **Currency of Membership:** Membership in the Sherwood Park Titans shall be from year to year, or such further period as may be directed by the Board.
  11. **Membership List:** The Board will maintain a list of current Members together with an address for notice for each Member.
  12. **Use of Membership List and Deemed Notice:** Each Member will provide the Board with a mailing address for notice and, if available and requested by the Board, a telephone number and e-mail or other electronic address, if any. If e-mail addresses or other electronic addresses are available and provided to the Board, they may be used for the purposes of notice required to be given to Members pursuant to these Bylaws. Each Member will be responsible for informing the Board of any change of mailing address, phone number or e-mail address or electronic address that occurs while a Member is in good standing. For the purposes of giving notice to a Member, the last information on the books and records of the Sherwood Park Titans will be the address to which notice must be sent. If notice is sent by mail or e-mail or other electronic means, it will be considered received as of the day it was sent. If the notice is by telephone it will be considered received when the Member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail.
  13. **Membership Privileges:** Any Member in good standing shall be eligible to:
    - (a) Attend all meetings of the Sherwood Park Titans;
    - (b) Vote at any Annual, General or Special meeting of the Sherwood Park Titans;
    - (c) Nominate persons for any elective office of the Sherwood Park Titans;
    - (d) Be elected and serve on the Board with the Sherwood Park Titans

### **PART III – MEETINGS**

#### **A. Frequency**

14. **Frequency of Annual General Meeting or General Meetings:** The Annual General Meeting (“AGM”) shall be held at least once a year on or before October 31<sup>st</sup> of every year at the call of the Secretary as directed by the Board. Additional General Meetings may be held throughout the year and may be called by the President, the Board, or by written request of any 25 members, addressed to the President. A written request of the

Members to hold a meeting will contain the reasons for calling such a meeting. The Members may consider and vote on any matters that properly come before them at any meeting of Members.

15. **Frequency of Meetings of Board:** The Board shall meet as often as required, but at least once per month leading up to and during the regular season, with a minimum of 6 meetings during the period between the date of the last election of Board and the next proposed AGM. A meeting of the Board may be convened by the President, or upon the written request of any two (2) Directors given to the Secretary. Notice of any such meeting shall be communicated to each Director not less than four (4) days before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present.
16. **Failure to provide adequate notice does not invalidate meetings or decision:** A Member may at any time waive notice of a meeting by consent or by participation in the meeting.

#### **B. Annual General Meetings**

17. **Annual General Meeting:** The Members of the Sherwood Park Titans will meet at least once every year on or before October 31<sup>st</sup> for the purposes of electing the Board of the Sherwood Park Titans; presenting the financial statements as required to be filed with Alberta Registry to ensure the Association remains in good standing pursuant to the *Alberta Societies Act* (or such appropriate legislation as may be amended from time to time); and presenting the report of the Treasurer to the Members; and presenting the reports of the Board.
18. **Notice of Annual General Meeting:** All AGMs require at least twenty-one (21) days prior notice of the meeting to the Members.
19. **Notice of Motion:** Members seeking to add topics, issues, or any other concerns not generally part of an AGM for consideration by the Membership at the AGM, must submit such item in writing by Notice of Motion to the Secretary of the Board no less than five (5) days before the AGM.
20. **Majority Support Needed:** All decisions of the Members at an AGM or General Meeting will be made by resolution passed by a majority of votes (50% plus one) cast at a meeting of Members. Voting will be by a show of hands unless the Chair of the meeting determines it is appropriate to use secret ballots or if any of the Members' present requests the vote be by secret ballot in which case the vote will be conducted by secret ballot.

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**C. Special Meetings**

21. **Special Meeting:** A Special Meeting may be called at any time:
- (a) by a resolution of the Board to that effect; or
  - (b) on the written request of at twenty-five (25) Members; or
  - (c) an amendment to these Bylaws is required or sought; or
  - (d) for the proposed dissolution, merger or transfer of the Sherwood Park Titans.
22. **Notice of Special Meeting:** Meetings requiring a Special Resolution will require at least twenty-one (21) days prior notice of the meeting to the Members. The notice for a Special Meeting must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting. Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.
23. **75% Support Needed for Special Resolution:** A Special Resolution must be passed by no less than three-quarters (75%) of those Members in attendance. Voting will be by a show of hands unless the Chair of the meeting determines it is appropriate to use secret ballots or if any of the Members' present requests the vote be by secret ballot in which case the vote will be conducted by secret ballot.

**D. Quorum and Agenda Requirements For Meetings**

24. **Quorum at AGM, General Meetings and Special Meetings:** Members equaling a minimum of 5% of the registered players in the Sherwood Park Titans lacrosse program for the year shall constitute a quorum. To be clear, and as an example, quorum based on 400 registered players would be 20 members as 5% of 400 equals 20. Proxy votes shall not be allowed.
25. **Lack of Quorum:** If quorum is not present within one-half (½) hour after the set time for the meeting, the Chair of the meeting shall cancel the Meeting. If cancelled, the Meeting must be rescheduled to take place within twenty-one (21) days. If, at the second scheduling of the Meeting, a quorum is not present within one-half (½) hour of the set time for the Meeting, the meeting will proceed with the Members in attendance.
26. **Agenda Requirements for Meetings:** Notice of any and all meetings of Members shall specify the date, time and place of the meeting and contain sufficient information for the Members to make an informed decision with

respect to the proposed resolution including, in the case of an election, a list of Board positions up for election together with a list of nominees for the positions. If the meeting is called by the President or the Board, the notice of meeting will be prepared and mailed or e-mailed or electronically sent by the Board. If the meeting is called by the Members, the notice will be prepared by the Members calling the meeting and mailed or e-mailed or electronically sent by the Board. The Members must provide the Board with the notice prepared by them at least five (5) clear days prior to the last day for giving notice to the Members.

#### **PART IV – COMPOSITION AND ELECTION OF BOARD**

27. **Composition:** The Board of the Sherwood Park Titans will consist of the President, Vice-President, Secretary, Treasurer, Registrar, and not less than three (3) other Members in good standing elected pursuant to these Bylaws. The total number and positions of Board Members will be determined by resolution of the Members.
28. **Presentation of Slate of Candidates:** The Board, or a nominating committee appointed by them, will submit a full slate of candidates for the offices of President, Vice-President, Secretary, Treasurer, Registrar, and any additional Board Members to be elected at the AGM. The office of President may only be filled by a Member who has previously served as a Board Member. The slate of Board Members will be given to the Members with notice of the AGM. All Members whose names appear on the slate must have provided their consent to stand for election.
29. **Nomination Procedure:** Any Member may nominate any other Member, with that Member's consent, to stand for election to the Board. Such nomination must be received by the Board, in writing, together with evidence of the nominee's consent to stand for election, no later than ten (10) days prior to the scheduled AGM.
30. **Notification to Membership of Candidates Standing for Election at AGM:** The Board shall provide notice to all Members of candidates standing for election no later than 5 days prior to the AGM.
31. **Acclamation or Election of Board Members:** If there are no nominees other than the slate of nominees provided by the Board or the nominating committee, the slate of nominees who are uncontested will be declared elected at the meeting. If there are no nominees for Board positions, nominations may be accepted from the Members at the AGM. If there are more nominations than Board positions and an election is required, the individual receiving the most votes for each Board position will be elected at the meeting. For the purposes of the election of the Board, each

Member will be entitled to cast one vote for each Board position to be filled at that meeting. Board Members who have served their term will cease to hold office at the end of the AGM.

32. **Terms of Office:** The President, Vice-President, Secretary, Treasurer, and Registrar shall be elected to serve two (2) year staggered terms and will be eligible for re-election for successive or subsequent terms, provided they remain a Member. For the first election after the passing of these Bylaws, the President and Registrar positions shall be up for election followed the next year by the Vice-President, Secretary, and Treasurer subject to the incumbents remaining in those positions. If there is a resignation or the incumbents choose to run for another position, then the vacant position shall be up for election at that time. All other Board positions shall be elected to serve a one (1) year term and will be eligible for re-election for successive or subsequent years, provided they remain a Member.
33. **Vacancies:** Any vacancy in the Board during a term may be filled by resolution of the majority of the remaining Directors. An individual appointed by the Board to fill a vacancy will serve only until the expiry of the term of the Board Member whose vacancy is being filled.

#### **PART V – BOARD ROLES AND AUTHORITY**

34. **The President:** The President shall be the chief executive officer of the Sherwood Park Titans. The President must have served in an earlier capacity as a Board Member, although not necessarily immediately before serving as President. The President shall be responsible for the coordination of the efforts of the Sherwood Park Titans and shall act as Chair at all meetings of the Sherwood Park Titans and of the Board. In the absence of the President, the Vice-President will act as Chair in the place and stead of the President and, in the absence of both, a Chair may be selected by a majority of those present. The President shall act as ex officio member of all committees and shall have the right to vote in such committees. The President shall submit a report of the year's activities on behalf of the Board at the AGM.
35. **The Vice-President(s):** The Vice-President(s) shall be responsible for the routine duties which would otherwise be the responsibility of the President. The Vice-President(s) shall in the absence of the President, assume the President's responsibilities and duties.
36. **The Secretary:** The Secretary will keep accurate minutes of meeting of the Members and the Directors; keep all correspondence and documentation of the Sherwood Park Titans; send notices of meetings



unless otherwise directed by the President or the Board; and have such other duties as may from time to time be delegated by the Board.

37. **The Treasurer:** The Treasurer will collect and receive all fees and assessments and other monies to which the Sherwood Park Titans may from time to time be entitled and deposit such money into the bank account or accounts established for the use of the Sherwood Park Titans. The Treasurer will be responsible for seeing that proper books and records of all of the Sherwood Park Titans accounts and transactions are maintained. The Treasurer will present a full detailed statement of receipts and disbursements to the Directors whenever requested and will prepare for submission to the AGM a statement reviewed by a duly designated professional accountant; and have such other duties as may from time to time be delegated by the Board.
38. **The Registrar:** The Registrar is responsible for facilitating and arranging all registration activities for the Sherwood Park Titans as well as ensuring compliance with the registration rules and policies of the Alberta Lacrosse Association and the Greater Edmonton Lacrosse Council or their successors; the Registrar shall keep a record of all Members of the Sherwood Park Titans and their addresses, and if available and requested by the Directors, phone numbers, fax numbers and e-mail addresses.
39. **Area of Responsibility Board Members:** A minimum of three (3) additional Board Members may be established by the AGM with such duties and responsibilities as may be assigned from time to time. Such Board Members may include, but are not limited to, Board Members responsible for equipment, promotion and communication, age level representation, or discipline of lacrosse. Board Membership may also include the immediate Past President.

## **PART VI – MEETINGS AND POWERS OF THE BOARD**

40. **Notice and Authority:** Meetings of the Board may be held at any time upon four (4) days prior notice of the meeting. All decisions of the Board will be made by resolution passed by a majority of those present and voting at a meeting of the Board.
41. **Quorum:** A quorum for any meeting of the Board will be 40% of the total Board Members.
42. **Conflicts of Interest:** Any Board Member will fully disclose any conflict of interest and will not be eligible to vote on any resolution of the Board that is related to the conflict of interest. For the purposes of this provision, the President may determine whether a conflict of interest exists, and if the

matter involves a conflict for the President, then the matter may be determined by the Vice-President or a majority vote of the remaining Board. Any decision involving an immediate family member of a Board Member will be deemed to be a conflict of interest.

43. **Electronic Participation:** Any Board Member may participate in meetings of the Board by telephone or other instant communication technology.
44. **Signatures in Lieu of Meeting:** A resolution of the Board signed by a majority of the Board Members in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Board.
45. **Authority:** The Board will manage the business and affairs of the Sherwood Park Titans subject to these Bylaws and any direction provided by resolution of the Members. The Board may delegate any of their authority to others except authority to:
- (a) Expel or suspend members;
  - (b) Amend Bylaws;
  - (c) Borrow money.
46. **Rule Making Power:** The Board may from time to time make and amend such rules and regulations as they consider appropriate for the governance or regulation of the activities of the Sherwood Park Titans, its Members, the children of Members or any of its volunteers, including but not limited to its coaches, provided such rules and regulations are not inconsistent with these Bylaws.
47. **Power to Establish Committees:** The Board may establish Committees, either permanent or ad hoc, to assist in the performance of their duties and responsibilities. These Committees will perform and undertake such responsibilities as may be assigned to them by the Board. Committee membership shall include at least one Board Member and may include both Members and non-Members as may be required. All Committees shall report back to the Board who shall have final say and approval over all decisions or recommendations of the Committees.
48. **Executive Committee:** The Board may specifically establish an Executive Committee which shall supervise and control the affairs of the Sherwood Park Titans between meetings of the Board pursuant to the guidelines established by the Board and shall deal with emergency matters when it is impractical or impossible to call a meeting of the Board for such purposes. The Executive Committee shall prepare the agenda for the Board meetings and have the necessary information presented to the Board on matters brought before it. It may divide the responsibility of

the Sherwood Park Titans and its activities and its committees into fairly equal parts, each part becoming the responsibility of one of the Board Members. The Executive Committee shall be accountable to the Board and their recommendations shall be ratified by the Board prior to being enacted.

49. **Authority of Committees:** The Board may delegate any of their authority to a committee or individual except its authority to:
- (a) Borrow money;
  - (b) Expel or indefinitely suspend a member or a member's child; or
  - (c) Fill a vacancy on the Board.
50. **Authority to Inspect Books and Records:** The books and records of the Sherwood Park Titans may be inspected by any Member of the Sherwood Park Titans at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Board Members will at all times have reasonable access to the books and records of the Sherwood Park Titans maintained by the Secretary or Treasurer.
51. **Signing Authority:** The President or Vice-President and either the Secretary or Treasurer will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of the Sherwood Park Titans, on behalf of the Sherwood Park Titans, except for cheques which will require the two signatures of the Treasurer, the Secretary, the President, or Vice-President.

#### **PART VII – REMOVAL OF DIRECTORS**

52. The Members, by resolution, or the Board, by resolution, may remove any Member of the Board if:
- (a) The conduct of the Board Member is improper, unbecoming or contrary to the best interest or reputation of the Sherwood Park Titans; or
  - (b) The Board Member willfully or negligently commits a breach of the Bylaws or the policies, rules or regulations of the Sherwood Park Titans that are in effect at the time.

#### **PART VIII – FISCAL YEAR**

53. The fiscal year end of the Sherwood Park Titans shall be December 31<sup>st</sup> of each year.

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**PART IX – AUDITOR/ACCOUNTANT**

54. The Board may appoint an auditor or professionally designated accountant of the Sherwood Park Titans for the current fiscal year to audit the books and records of the Association, and fix the remuneration to be paid to the auditor or professionally designated accountant by the Sherwood Park Titans for rendered services.

**PART X – BORROWING**

55. The Board may borrow money in such manner and for such purpose as it thinks fit, subject to prior approval of the Members by Special Resolution.

**PART XI – AMENDMENT OF BYLAWS**

56. **Adoption Supersedes Previous Bylaws:** The adoption of these Bylaws supersedes and takes the place of any previous version or versions of Bylaws of the Sherwood Park Titans.
57. **Change to Bylaws Requires Special Resolution:** These Bylaws may be cancelled, altered, amended, or added to by a Special Resolution at any AGM or Special Meeting of the Sherwood Park Titans.
58. **Special Resolutions:** For the purposes of the Sherwood Park Titans, "Special Resolution" shall mean a resolution passed by a no less than three-fourths (75%) majority of Members present at an AGM or a Special Meeting of which not less than 21 days' notice has been duly given. Any amendment will have immediate full force and effect unless otherwise provided for.

**PART XII – REMUNERATION**

59. Unless otherwise authorized by resolution at any meeting of Members, no Board Member will receive any remuneration for his or her services. With prior approval of the Board, any Board Member will be reimbursed for any reasonable out-of-pocket costs incurred by him or her in carrying out their authorized duties.
60. No Member or Board Member shall be paid any dividends nor shall the Sherwood Park Titans distribute property among its Members.

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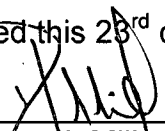
**PART XIII – LIABILITY**


61. It is understood Board Members assume their positions on the condition the Board Member, his or her executors, administrators and assigns will be saved harmless and reimbursed for any monetary loss incurred by him or her as a result of any action, suit or proceeding brought, commenced or prosecuted against a Board Member in respect to the execution of their duties and obligations as a Board Member unless such loss is caused by the gross negligence or willful act of the Board Member.
62. No Board Member is liable for the acts of any other Board Member or Member. No Board Member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Sherwood Park Titans. No Board Member is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Sherwood Park Titans, unless the act is fraudulent, dishonest, or in bad faith.
63. Board Members can rely on the accuracy of any statement or report prepared by the Sherwood Park Titan's auditor or professionally designated accountant. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

**PART XIV – DISSOLUTION**

64. The Sherwood Park Titans may only be dissolved, merged, transferred, or otherwise distributed by Special Resolution.
65. If the Sherwood Park Titans are dissolved, merged, transferred, or otherwise distributed, any funds remaining after paying all debts shall be forwarded to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do Members receive any assets of the Club.

Dated this 23<sup>rd</sup> day of October, 2011.

  
\_\_\_\_\_  
Robert J. Miller  
President

  
\_\_\_\_\_  
Tina Burkholder  
Secretary

Sherwood Park Titans Lacrosse Association  
2080, 61 Broadway Blvd  
Sherwood Park, Alberta  
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