

KW BRAVES JUNIOR A LACROSSE - CONSTITUTION

1. The name of the corporation is:

"K-W BRAVES JUNIOR A LACROSSE ASSOCIATION"

2. The purposes of the corporation are:

- To oversee the all activities of the K-W Braves Junior A Lacrosse Association.
- To run a highly responsible organization that is successful in all aspects.
- To elect an Executive from the general membership.
- To select a General Manager and Coaches seen from time to time as needed.
- To promote the game of lacrosse and the future of lacrosse in Kitchener-Waterloo and surrounding areas.

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BYLAWS

Bylaws relating generally to the transaction of the affairs of **K-W BRAVES JUNIOR A LACROSSE ASSOCIATION**. **BE IT ENACTED** as bylaws of the **K-W BRAVES JUNIOR A LACROSSE ASSOCIATION** hereafter referred to as the Corporation as follows:

1. HEAD OFFICE

The head office of the Corporation shall be within in Kitchener-Waterloo Cities in the Province of Ontario or as such place as the Directors may from time to time determine.

2. SEAL

The Seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the corporation.

3. EXECUTIVE DIRECTORS

The affairs of the Corporation shall be managed by an elected Executive of four (4) individuals. The Executive Directors shall consist of the President, 1st and 2nd Vice Presidents and Secretary-Treasurer. The position of Secretary and Treasurer can be held by two (2) individuals increasing the Executive to five (5) members. The President shall hold office for a two (2) year term and the other three (3) or four (4) when is required for a one (1) year term.

4. VACANCIES, EXECUTIVE DIRECTORS

Vacancies on the Executive Board, however caused, may so long as a quorum of the Directors remain in office, be filled by the Directors from among the members of the corporation, if they see fit to do so; otherwise such vacancy shall be filled at the next Annual Meeting of the Corporation which will be either 30 days prior to Nov. 1 or 30 days after, at which the Executive Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the voting members to fill the vacancy. If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

5. QUORUM AND MEETING. BOARD OF DIRECTORS

A meeting may be called by the President, 1st and 2nd Vice Presidents, or Secretary-Treasurer any time, if need be. Any meeting called should be given in a reasonable notice. A quorum for any Executive meeting will be 50% of the eligible voters and for any General meetings will be 20% of the eligible voters. A meeting of the Board of Directors should be held at least once a month except during the month of July on dates designated by the President.

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6. PROTECTION OF DIRECTORS

Every Director or Officer of the Corporation or other person designated by the Board of Directors who has undertaken or is about to undertake any liability on behalf of the Corporation and their 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 Corporation from and against:

a) all cost, charges, and expenses whatsoever, which such Director, Officer or other person designated by the Board of Directors sustains or incurs in or about any action, suit or proceeding 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 in or about the execution of his duties of his office or in respect of any such liability:

b) 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 default. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee of, for joining in any receipt or act for conformity or any loss, damage or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired by order of the Board of Directors for or on behalf of the Corporation of, for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or damage or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same happen by or through his own willful act of his own willful default.

7. VOTING. BOARD OF DIRECTORS

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes unless stated otherwise elsewhere. The President (or his Designate) shall not vote on any matter unless there is a tie in which situation, the President (or his Designate) shall vote. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by assent and dissent. A declaration by the President (or his Designate) that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the 1st Vice President or such other Director as the Board of Directors may from time to time appoint for the purpose.

8. POWERS

The Executive Directors are responsible for signing contracts and other such documents pertaining to the Corporation and its operation and such powers and duties and such other powers and duties as may from time to time be assigned them by the Board of Directors.

9. REMUNERATION FOR DIRECTORS AND OFFICERS

The Directors and Officers shall serve without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such; provided that a Director or Officer may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

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10. NOMINATION OF THE DIRECTORS

The Board of Directors shall appoint a Nomination Chairperson. This person shall prior to the Annual Meeting of the members make due inquiry and nominate at least as many members in good standing who consent and undertake to act as a Director or Officer. If elected, as may be required to fill all vacancies on the Board and shall report such nomination to the Secretary-Treasurer not less than ten (10) days prior to such Annual Meeting. A nomination shall be accepted from a member in good standing for any or all positions on the Board of Directors provided the nominee submits in writing his intentions to the Secretary-Treasurer two (2) weeks prior to the Annual Meeting. Further nominations will be accepted from the floor at the Annual Meeting provided that each nominee has consented to be nominated verbally, or if absent, in writing.

No nomination shall be accepted for the position of PRESIDENT for a person who has not served on the Board of Directors prior to his nomination.

No nomination shall be accepted for the position of TREASURER for a person who is not bondable.

The present Officers and Board of Directors may solicit for new members from among interested parties and invite them to the Annual Meeting.

11. OFFICERS OF THE CORPORATION

The Executive Officers of the Corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary-Treasurer and or Secretary and Treasurer and they shall be elected from among the members of the corporation at the Annual Meeting.

The Board of Directors shall be elected from among these interested parties and the General Membership at the Annual Meeting.

12. DUTIES OF THE PRESIDENT

The President shall, when present preside at all meetings of the Corporation and the Board of Directors and have the usual privileges of office. The President, subject to the direction of the Board shall be in charge of the general management and supervision of the overall policies and affairs of the Corporation; sign such documents as may require the President's signature in accordance with the Corporation's bylaws or otherwise and shall perform such other duties as may be assigned by the Board.

The President shall report to the Board and other committees from time to time and upon request, on any phase of the management and operation of the Corporation and generally as to its affairs. The President shall be ex-officio, a member of all committees of the Board of Directors.

13. DUTIES OF THE 1ST AND 2ND VICE PRESIDENT

In the absence of the President either of the Vice Presidents shall perform the duties of the President. The Vice-Presidents shall assist the President in administrative matters upon the request of the President. One Vice-President will be designated the responsibility for the coordination of all Fund Raising and Sponsorship activities. The other Vice-President will be designated the responsibility to be the liaison with Braves personnel, K-W Kodiaks, and Kitchener Minor Lacrosse. They shall also perform such duties as from time to time are determined by the Board of Directors.

14. DUTIES OF THE SECRETARY

The Secretary or a person performing the usual duties of Secretary shall keep full and accurate records of meetings of the Board of Directors, maintain up-to-date list of Directors, and ensure all other legal and other documents are safe, secure, and accessible. The Secretary shall also perform such duties as may be from time to time determined

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by the Board of Directors. The position of Secretary and the position of Treasurer may be combined as determined by the Board of Directors.

15. DUTIES OF TREASURER

The Treasurer or a person performing the usual duties of Treasurer shall keep accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.

The Treasurer shall disburse funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board at the regular meetings thereof or whatever required of him, and account of all his transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such duties as may be from time to time determined by the Board of Directors. It shall be required that the Treasurer be bondable as a condition of nomination for the position.

16. DUTIES OF OTHER DIRECTORS AND OFFICERS

The duties of all other Directors and Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors by resolution requires of them. This may include but not limited to acting in the best interest of the Corporation, keep well informed of Board decisions and finances, put interests of the organization first, keep organizational business private and within the organization, comply with the bylaws, policies, rules and regulations of the Corporation. It is assumed that Directors shall from time to time be asked to reside on committees as deemed necessary by the Board.

17. BOOKS AND RECORDS

The Directors shall see that all necessary books and records required of the Corporation or by any applicable statute or law are regularly and properly kept.

18. VOTING MEMBERS

The voting members of the Corporation for all regular meetings shall consist of all the Board of Directors and the Officers of the Corporation.

19. ANNUAL AND OTHER MEETINGS OR MEMBERS

The Annual or any other general meeting of the members shall be held in the Regional Municipality of Waterloo as the Board of Directors may determine and on the day as the said Directors shall appoint.

The Annual Meeting must take place thirty (30) days prior to the Ontario Lacrosse Annual Meeting. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

The Board of Directors or the President or the Vice President shall have power to call at any time a general meeting of the members of the K-W Braves Jr. A Lacrosse Association. A public notice of member's meeting, Annual or General, shall be required. However, notice of the time and place of every such meeting shall be given to each member ten days before the time fixed for the holding of such meeting provided that any meetings may be held at any time and place without such notice if all the members of the KW Braves Junior A Lacrosse Association are present there at and at such meeting any business may be transacted which the K-W Braves Junior A Lacrosse Association at Annual or General meetings may transact.

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Any official communication organ of the K-W Braves Junior A Lacrosse Association circulated generally or specifically to the members may be deemed by the Directors to constitute prepaid mail provided all other provisions as to time are met when same is used for notice.

20. ADJOURNMENTS

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any adjournment. Such adjournment may be made notwithstanding that no quorum is present.

21. VOTING OF MEMBERS

Subject to the provisions of Article 21, each voting member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Recording Secretary at least twenty-four (24) hours prior to the meeting sufficient appointment in writing from his constituent or constituents. No voting member shall be entitled to vote at meetings of the Corporation unless he has fulfilled all commitments to the organization and is a member in good standing.

The voting members of the Corporation shall consist of all the Board of Directors, and the Officers of the Corporation as well as the General Manager and Head Coach of the K-W Braves Junior A Lacrosse Association.

All honorary award recipients shall be Life Members of the Association and receive one (1) vote at the Annual Meeting. These recipients will be the honorary members of the Corporation. There will also be one (1) vote allowed either from a parent or player if over the age of 18.

At all meetings of members every question shall be decided by a majority of the votes of the voting members present in person or unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President (or his Designate) that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima-facie proof. Without proof of number or proportion of votes accorded in favour of or against such resolution, the demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting members present in person and such poll shall be taken in such manner as the President (or his Designate) shall direct and the result of such poll shall be deemed the decision of the Corporation at a general meeting upon the matter in question.

In case of an equality of votes at any general meeting whether upon a show of hands or at a poll, the President (or his Designate) shall be required to cast the deciding vote.

22. FINANCIAL YEAR

Unless otherwise ordered the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

23. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, City of Kitchener and the City of Waterloos hall be signed by such officers, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any of such officers or agents may endorse notes and drafts for collection on account of the

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Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation bankers for the credit of the Corporation or the same may be endorsed "for collection: or "for deposit" with the banks of the Corporation by using the Corporation stamp for the purpose. Any of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation bankers and may receive all paid cheques and vouchers and sign all banks' forms or settlement of balances and release or verification slips.

24. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safe-keeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manna- as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions that may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

25. INTERPRETATION CLAUSE

In these by-laws, and in all other by-laws of the corporation hereafter passed, words importing the singular number other masculine gender shall include the plural number or the feminine gender, and references to persons shall include firms and corporations.