

# LAMBTON MIDDLESEX LOCAL LEAGUE

## By-Law Number One

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LAMBTON MIDDLESEX LOCAL LEAGUE BY-LAWS

CONTENTS

1.	Definitions.....	Page 3
2.	Registered Office .....	Page 4
3.	Mission of the League.....	Page 4
4.	Affiliation.....	Page 4
5.	Membership.....	Page 4
6.	Terms of Membership and Eligibility.....	Page 5
7.	Meetings of the Directors.....	Page 6
8.	Board of Directors.....	Page 8
9.	Procedure for Elections of Directors.....	Page 8
10.	Board Responsibilities.....	Page 8
11.	Officers & Responsibilities.....	Page 10
12.	Execution of Documents.....	Page 11
13.	Financial Year.....	Page 12
14.	Banking Arrangements.....	Page 12
15.	Borrowing by the League.....	Page 13
16.	Notice.....	Page 13
17.	Passing and Amending By-laws.....	Page 12
18.	Repeal of Prior By-laws.....	Page 14
19.	Rules of Procedure.....	Page 14
20.	Effective Date.....	Page 14

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Lambton Middlesex Local League.

BE IT ENACTED as a by-law of Lambton Middlesex Local League as follows:

### 1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the League, unless the context otherwise requires:
- (a) "AGM" means annual general meeting;
  - (b) "Board" means the Board of Directors of the League;
  - (c) "Director" means an individual who has been elected or delegated to the Board of Directors of the League by a member Minor Hockey Association to represent their Association at league level.
  - (d) "Governing bodies" means any hockey organizations with whom Lambton Middlesex Local League chooses to affiliate;
  - (e) "League" means Lambton Middlesex Local League (or such other name as the League may in the future legally adopt);
  - (f) "LMLL" means Lambton Middlesex Local League;
  - (g) "Member Association" means member Minor Hockey Associations that entered teams in the league in the previous year.
  - (h) "Member in Good Standing" means a member Minor Hockey Association who has paid their current registration,
  - (i) "Officers" means the individuals who hold the executive positions outlined in section 11.1;
  - (j) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - (k) "Policies" means written statements governing issues affecting the affairs of the League, which have been considered and approved by the Board of Directors of the League;

### 2.0 REGISTERED OFFICE/BOUNDARIES

2.1 The Head Office of the League shall be in the residence of the current Secretary of the League in any given year, in the Province of Ontario, or in such place as the members may from time to time determine.

2.2 The boundaries shall be based upon those that are currently established by the governing bodies.

### 3.0 MISSION OF THE LEAGUE

- 3.1 The purpose of the League is to provide wholesome recreation through participation in the hockey program including:
- a) to instil in all players, team officials, and members associated with LMLL good sportsmanship, fair play, citizenship, and respect for all others.
  - b) the League shall be operated without the purpose of pecuniary gain to any of the Directors and any surplus or assets of the League shall be used solely for the purposes of the League and for the promotion of its objects.
  - c) it is the belief that this atmosphere will provide the greatest enjoyment, sense of achievement and wholesome experience for all concerned.

### 4.00 AFFILIATION

- 4.1 The League shall have the following affiliations:
- The League shall be affiliated with the OMHA.

### 5.00 MEMBERSHIP

- 5.1 **The membership is comprised of all the member Minor Hockey Associations that entered one or more local league teams in the previous year. New applications for membership may be considered and approved by the board at any general meeting.**

### 6.00 TERMS OF MEMBERSHIP AND ELIGIBILITY

#### 6.10 Membership List

The Secretary of the Board shall prepare and maintain a list of current active Member Associations and Directors. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list shall be used to determine eligibility to attend and vote at any Meeting of the Board.

#### 6.2 Membership Year

Unless otherwise determined by the Board, every Membership shall commence on or after the Annual General Meeting in each year, and shall lapse and terminate on the date of the next Annual General Meeting following the date on which such Membership commenced.

#### 6.3 Termination

- a) Directors in good standing shall be those representing Member Associations 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 on the Board. The Secretary shall inform those concerned of this suspension in writing.
- b) Directors whose conduct is considered by the Board to be contrary to the stated OMHA Code of Conduct or the purposes of the League shall be asked by the Board to explain or justify their actions. If that Director is unwilling or unable to do so, the Board will vote on a potential

termination of that Director. If the majority of the Board votes in favour of termination, the Director in question shall be asked by the Board to resign from the League, and their Member Association shall be asked to select another representative to become their Director.

#### 6.4 Membership Fees

There shall be fees payable by Member Associations each year to make their representative eligible to vote as a Director. That Director's vote shall become effective only when confirmed that those fees have been received by the Treasurer of the League. The dues or registration fee shall be verified each year. The Secretary shall notify the Member Associations of the fees at any time payable by them and, if any are not paid within ninety (90) days of the date of such notice the members in default shall thereupon automatically cease to be members of the League, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the members.

**Registration fees shall be established at the AGM by the Board.**

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 in extenuating circumstances.

**All Centres will share in any deficit of the League.**

#### 6.5 Right to Vote

All Directors shall be entitled to notice of and to vote at all General Meetings of the Board.

#### 6.6 Record Date

Individuals, who are Directors of the League on at least 35 days in advance of any General Meeting of the Board, are entitled to notice of and to vote at such General Meeting of the Board. Any individual who is not a director at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

### **7.0 MEETINGS OF THE DIRECTORS**

#### 7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year **during the month of April**, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- approval of the agenda;
- approval of the minutes of the previous Meeting of the Board;
- receiving reports of the activities of the League during the preceding year;
- receiving information regarding the planned activities of the League for the current year;
- projected financial position for the current year;
- consideration of any proposed amendments to the By-laws of the League;
- transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on **March 31**, immediately preceding the Annual General Meeting;
- election of the new Executive.

#### 7.20 Additional General Meetings of Board

On addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Board may be called at any time by a resolution of the Board. Meetings may be formally called by the

President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of three (3) members. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting. Except as otherwise required by law, the board may hold its meetings at such place or places as it may from time to time determine, but it must meet at least once in the months of January, February, March, April, August, September, October, November and December in each year. No formal notice of any such meeting shall be necessary if all the members are present, or if those absent have signified their consent to the meeting being held in their absence. Notice of such meetings shall be delivered, telephoned, faxed, or E-Mailed to each director not less than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent. A Board meeting may also be held, without notice, immediately following the annual meeting of the League. The Directors may consider or transact any business either special or general at any meeting of the League.

#### 7.3 0 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of two-thirds of the Directors eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

#### 7.4 Voting Procedures

- a) A majority of votes cast by Directors entitled to vote, unless otherwise required by the By-laws of the League, shall decide every question proposed for consideration at Meetings of the Board;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Board, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Director entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, 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.

#### 7.50 Proxies

Each Director of the League at all meetings of the Board shall be entitled to one (1) vote and he/she may vote by proxy. That proxy must be present at the meeting and be an alternate director representing the same Member Association as the absent director.

#### 7.6 Adjournments

Any meeting of the Board may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned meeting other than to those Directors present in person at the adjourned meeting.

7.7 Chair

In the absence of the President and the Vice-President, the Directors entitled to vote and present at any meeting of the Board shall choose another Director to chair the meeting.

## 8.0 BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility:

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall be a representative of the Member Association at the time of his or her election or appointment;
- (iii) shall remain a representative of the Member Association throughout his or her term of office.
- (iv) shall be a Director on the Board.

b) Number of Directors:

The affairs of the League shall be managed by a Board, which consists of one Director representing each Member Association.

c) Term of Office:

The Directors shall be elected or appointed for a one year term.

## 9.00 PROCEDURE FOR ELECTION OF EXECUTIVE

9.1 Nominations

The election of Executive shall take place at the Annual General Meeting of the League. Nominations may come from the floor at the AGM. Nominations from all sources will be listed and those nominated will be asked in reverse order of the nomination list if they are willing to stand. Willingness to stand can be indicated verbally or by written consent.

9.2 Election Procedures

- i) **All elections shall take place at the AGM.** If necessary, all executive positions that were not filled at the AGM may be elected at the next Board meeting immediately following the AGM.
- ii) Elections shall be by secret ballot.
- iii) Elections shall be administered by an appointee of the board of directors.
- iv) All directors in good standing with LMLL are eligible to vote.
- v) All duties of the newly elected executive begin **immediately following the close of Elections.**

## 10.00 BOARD RESPONSIBILITIES

10.1 Governance

The Board of Directors shall govern the League in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations. The Directors are required to relay rules, regulations and information from the monthly general meetings of the Lambton Middlesex Local League which are intended to keep all Member

Association executive members, team officials, players and parents informed and involved. A member of each Member Association must attend each meeting or send a designate representative in their absence. An attendance sheet must be signed as proof. If a member association does not have a representative in attendance at a general meeting they shall be fined, the amount as set by the members at the beginning of each season and as shown in the Rules of Operation for the League.

#### 10.2 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 League; 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 League.

#### 10.3 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the League shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration. If the Director is not at that Board Meeting involving the proposed contract or transaction or other matter, at the next Board Meeting that they attend.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the League for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.4 0 Indemnification of Directors

Every Director of the League and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the League from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the League shall be indemnified by the League in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.



#### 10.50 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration.

#### 10.6 Rules of Operation

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Board all necessary rules and regulations as they deem expedient related in any way to the operations of the Board, including, without limitation, the conduct of Member Associations, provided such rules and regulations are not otherwise inconsistent with this By-law.

The Rules of Operation should not deal with such things as: qualification, admission, transfer, and termination of memberships of member associations; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. Rules of Operation should deal with operational matters directly affecting the Member Associations.

### **11. OFFICERS & RESPONSIBILITIES OF OFFICERS**

11.1 0 Responsibilities of Directors There shall be a President, a Vice-President, a Secretary, and a Treasurer, Statistician and such other officers as the Board of Directors may determine by by-law from time to time. No person may hold more than one (1) office. The President, Vice-President, Secretary and Treasurer and Statistician shall be elected by the Directors from among their number at the annual meeting of the League, provided that in default of such election, the then incumbents, being members of the League, shall hold office until their successors are elected. In order to be elected

0a) President:

The President shall:

- 1 . represent the League in the community;
- 2 . act as Chair of the Board, and at all meetings of the Board;
- 3 . exercise general supervision of the League in accordance with Policies determined by the Board;
- 4 . be a non-voting Member of all committees and sub-committees of the League;
- 5 . report regularly to the Board on matters of interest;
- 6 . delegate tasks as necessary.
- 7 . have been a member of the Board for at least one (1) full year term.

b)0 Vice President:

The Vice-President shall:

- 1 . assume the duties of the President in the absence for any reason of the President;
- 2 . monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- 3 . be available to assist any Director requiring assistance in the completion of his or her functions;
- 4 . carry out duties as assigned by the Board or the President;

c)0

Treasurer:

The Treasurer shall:

- 1 . **be appointed by the board and will be a board member whose association presides over the community in which the League's Operating Account is held.**
- 2 . maintain complete and accurate bank and financial records and complete a financial report after year end;
- 3 . ensure adherence to and implementation of financial Policies in the financial administration of the League;
- 4 . evaluate, review and recommend financial policy to the Board;
- 5 . be responsible for the coordination and preparation of the annual budget;
- 6 . carry out duties assigned by the Board or the President.

d)0

Secretary:

The Secretary shall:

- 1 . record or delegate the recording of the minutes of all meetings of the
- 2 . Board and ensure that League records are regularly and properly kept and the filing of these minutes in a formal League minutes book” and all business is conducted in accordance with any applicable statute or law or By-laws and the policies and procedures established by the Board;
- 3 . ensure the proper custody of the League's minutes and resolutions and other League records and documents;
- 4 . be responsible for receiving and distributing all correspondence received or sent by the League and all communications within the League;
- 5 . recommend policy to the Board regarding internal and external communications of the Association;
- 6 . maintain the membership list in conjunction with the Registrar referred to in Section 6.2;
- 7 . carry out duties as assigned by the Board or the President.

e)

Statistician:

The Statistician shall:

- 1 . collect all the home games sheets from every league, exhibition and playoff game played by each team in the LMLL
- 2 . tabulate the appropriate data from the game sheets and enter it on the website;
- 3 . check penalties and suspensions to assure all OMHA requirements were met
- 4 . check bench staff registration numbers to assure all are current;

## **12.0 EXECUTION OF DOCUMENTS**

### **12.1 Execution of Documents**

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the League, either to sign documents generally or to sign specific documents

### **12.2 Books and Records**

The Board shall ensure that all necessary books and records of the League required by the By-laws of the League or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

## **13.0 FINANCIAL YEAR**

13.1 The financial year of the League shall terminate on the 30th day of April in each year.

## **14.0 BANKING ARRANGEMENTS**

### **14.1 Banking Resolution**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the League, or any part thereof, with the bank, credit union, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the League, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the League with a bank, credit union or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the League;
- (d) authorize any officer of the bank, credit union or trust company to do any act or thing on behalf of the League to facilitate the business of the League.

### **14.20 Deposit of Securities**

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

## **15.0 BORROWING BY THE ASSOCIATION**

### **15.1 Borrowing Power**

Subject to the limitations set out in the By-laws or Policies of the League, the Board may by resolution authorize the League to:

- (a) borrow money on the credit of the League;
- (b) issue, sell or pledge securities of the League; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the League, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the League.

### **15.20 Borrowing Resolution**

From time to time, the Board may authorize any Director or Officer of the League or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the League.

## **16. NOTICE**

### **16.1 Notice**

#### **a) Method of Giving Notice**

Whenever under the provisions of this By-law of the League, notice is required to be given, such notice may be given either personally or by telephone or by electronic mail or by fax or by local newspaper or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, at his or her address as the same appears in the records of the League. Any notice or other documents so sent by mail shall be deemed to be sent at the time when he same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Director shall be his or her last address in the records of the League.

#### **b) Error or Omission in Notice:**

No inadvertent error or omission in giving notice of any Annual General Meeting or additional General Meeting of Directors or any adjourned meeting, whether Annual or General, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Director 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.

## **17.0 PASSING AND AMENDING BY-LAWS**

### **17.1 Any Director in good standing may recommend amendments to the By-laws of the League from time to time,**

- 17.2 If the Board intends to discuss amendment of the By-laws of the League at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 17.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Board. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Directors.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a Director at a General Meeting called for that purpose must be approved by a two-thirds vote of the Directors present at such General Meeting.
- (c) The Directors at the Annual General Meeting of the Board may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law.
- (d) Any Amendment to the By-laws by a Director must be in writing, signed by a director in good standing and received by the Secretary of the League **before March 31**.
- (e) All Directors in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

#### 18.0 RULES OF PROCEDURE

- 18.1 The Rules contained in the most current edition of "Roberts Rules of Order by Henry M. Robert III and William J. Evans" shall govern the rules and procedures to be used in conducting the Meetings and affairs of the League in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the League.

#### 19.0 EFFECTIVE DATE

- 19.1 This By-law shall come into force without further formality upon its enactment after approval by the Directors of the League as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Directors of the League at a General Meeting of the Board of the League duly called and held at which a quorum was present on the 8th day of August , 2006.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary