

**CONFORMED COPY OF GENERAL OPERATING BY-LAW NUMBER 1 APPROVED
NOVEMBER 19, 2006 AS AMENDED BY AMENDMENTS APPROVED AT THE
ANNUAL GENERAL MEETING ON OCTOBER 25, 2009.**

TORONTO BEACHES LACROSSE CLUB

GENERAL OPERATING BY-LAW NUMBER 1

ARTICLE 1.

NAME

1. The name of this organization shall be the Toronto Beaches Lacrosse Club referred to herein and after as the "Club".

ARTICLE 2.

PURPOSE AND OBJECTS

1. The Club shall be a non-profit organization which is the sport governing body for minor lacrosse in the area known as the Toronto Beaches Community, as established from time to time by the Ontario Lacrosse Association and as shown on the attached Schedule A.
2. The Club shall operate as a member of the Ontario Lacrosse Association.
3. The objects of the Club shall be:
 - (a) to promote, teach and provide recreational and competitive lacrosse for as many boys and girls as possible;
 - (b) to encourage team work, club pride and a respect for players, officials, executive and spectators at all times; and
 - (c) to be positive members of the Toronto Beaches Lacrosse Community and of the Ontario Lacrosse Association.

ARTICLE 3.

HEAD OFFICE

1. The head office of the Club shall be in the City of Toronto, in Municipality of Metropolitan Toronto, in the Province of Ontario and at such place therein as the directors may from time to time determine

ARTICLE 4.

MEMBERSHIP

1. Membership in the Club shall include the parents or legal guardians of all players under the age of 18, players eighteen years of age or over, coaches, bench personnel and other volunteers for the minor all-star and club league teams, the Board of Directors and the Junior A Liaison.
2. Membership in the Club shall not be transferable and shall cease where a member resigns, dies or contravenes the conditions of membership.
3. Members of the Club shall abide by the Letters Patent, this By-Law, the Club Code of Conduct, other by-laws of the Club and the rules and regulations pertaining to the playing of lacrosse through the Club from time to time established by the Board of Directors.

ARTICLE 5.

CODE OF CONDUCT

1. Each member of the Club and all players will conduct themselves according to the OLA Code of Conduct when participating in and representing the Club at games or functions. Failure to do so could result in a reprimand, suspension or expulsion by either the Ontario Lacrosse Association or the Club's Board of Directors.
2. Should it be necessary to remove a member or player from the Club, it will be a decision of the Board of Directors with a two-thirds (2/3) majority. The member or player will be removed for a period to be determined by the Board of Directors. Earlier reinstatement will be a decision of the Board of Directors, requiring a two-thirds (2/3) majority.
3. A suspended member or player shall have seven (7) days from receiving by registered mail written notice of his or her suspension to advise the Immediate Past President of his or her intention to appeal the suspension. Such notice of appeal shall also be in writing with a copy sent to the Club's secretary. Upon an appeal of a suspension, the Immediate Past President shall call a meeting of the Grievance Committee to review the action taken. The Grievance Committee shall make a recommendation of its findings to the Board of Directors within fourteen (14) days after the member or player's appeal. After having considered the recommendation of the Grievance Committee, the Board of Directors shall render a final decision on the appeal within seven (7) days of receiving the recommendation. All decisions of the Board of Directors shall then be final and binding.
4. The Grievance Committee shall be comprised of the Vice-President (Field), Vice-President (All-Star), Vice-President (Club League), the Referee-in-Chief and the Immediate Past President who shall chair the committee. In the absence of any of the above, or in the event that any of the above must disqualify themselves as having a conflict or being involved in the grievance, the President shall become a member of this committee and in the absence of the Immediate Past President, the President shall chair the committee. There shall always be

three members of this committee hearing any grievance and in the event that three of the above are unable to serve, the Board of Directors will appoint members as required to constitute a committee.

ARTICLE 6.

BOARD OF DIRECTORS

1. The affairs of the Club shall be managed and administered by a Board of Directors consisting of a minimum of twelve (12) individuals and a maximum of fifteen (15) individuals, each of whom, at the time of his or her election and throughout the term of office, shall be a member of the Club.
2. The Board of Directors shall be comprised of a President, Immediate Past President, Vice-President (Field), Vice-President (Club League), Vice-President (All Star), Treasurer, Secretary, Registrar, Director - Facilities, Junior A Liaison and directors responsible for Marketing and Communications, Equipment and Purchasing, Sponsorship & Partnerships, and Apparel.
3. The Immediate Past President shall act as an ex-officio member of the Board of Directors, and does not have the capacity to vote.
4. The President shall:
 - (a) chair all Club, Board and annual meetings;
 - (b) oversee the Club's business to see that it is conducted as directed by the Board;
 - (c) represent the Club at the Annual Meeting of the Ontario Lacrosse Association;
 - (d) be the main contact person for all matters dealing with the Ontario Lacrosse Association;
 - (e) be a signing officer of the Club;
 - (f) act as an ex-officio member of all committees of the Board (except any Nominating Committee); and
 - (g) in conjunction with the Secretary, devise and prepare an agenda for circulation to the Board of Directors in advance of each meeting.
5. The Immediate Past President shall:
 - (a) advise the Board of past decisions history; and
 - (b) assist the President as and when requested.

6. The Vice-President (Field) shall:
 - (a) be responsible for all aspects of the Club's field program including the coach selection process and the determination of player eligibility and selection; and
 - (b) act as liaison between the Club and all other field lacrosse programs.
7. The Vice-President (Club League) shall:
 - (a) be responsible for all aspects of the Club's houseleague program; and
 - (b) co-ordinate all division convenors.
8. The Vice-President (All-Star) shall:
 - (a) be responsible for all aspects of the Club's all-star program including the coach selection process and the determination of player eligibility and selection .
9. The Treasurer shall:
 - (a) collect all accounts and properly record all financial transactions of the Club;
 - (b) pay all accounts of the Club;
 - (c) sign all financial documents of the Club;
 - (d) be responsible for the budget;
 - (e) submit financial statements to the Board of Directors at each meeting of the Board of Directors, on account of all transactions as Treasurer and/or of the financial position of the Club; and
 - (f) perform such other duties that are assigned to the Treasurer by the President or of the Board of Directors.
10. The Secretary shall:
 - (a) give, or cause to be given, all notices required to be given to members, directors and members of committees;
 - (b) attend and be secretary of all meetings of members and the board of directors and record and distribute the minutes of all proceedings at these meetings;
 - (c) assist other Board members with correspondence;
 - (d) schedule and advise all Board members of meeting dates, times and locations, etc.;

- (e) in conjunction with the Board of Directors, devise, prepare and distribute an agenda in advance of each meeting;
 - (f) be the custodian of all records, books, documents and other instructions belonging to the Club; and
 - (g) perform any other duties that are assigned to the Secretary by the President or the Board of Directors.
11. The Registrar shall be responsible for all matters relating to membership and the club's annual player registration.
12. The Director - Facilities shall be responsible for co-ordinating all floor time requirements for the Club including both indoor and outdoor facilities.
13. The Director (Marketing and Communications) shall:
- (a) be responsible for all aspects of the Club brand;
 - (b) co-ordinate all areas of publicity, advertising and public relations of the Club;
 - (c) work closely with all Members to publicize and promote all future and ongoing programs of the Club; and
 - (d) be responsible for the content and management of the Club Internet Web Page and all digital assets and communication..
14. The Director (Equipment and Purchasing) shall be responsible for the maintenance and repair of all equipment, all equipment purchases, control assignments, storage, distribution and pick-up.
15. The Director (Sponsorship & Partnerships) shall:
- (a) be responsible for all aspects of sponsorship, including solicitation of club league and all-star sponsors as well as tournament sponsors;
 - (b) distribute appreciation pictures/plaques to all Club sponsors.
 - (c) be responsible for development of partner relationships with relevant brands - lacrosse clubs, equipment suppliers, media outlets and local businesses.
 - (d) be responsible for the Toronto Rock City Cup

16. The Director (Apparel) shall be responsible for the purchase, distribution and storage of all apparel for all house league and all star programs. Apparel responsibilities include, but are not limited to, all house league team jerseys (box, girls and field), all star jerseys (box and field), shorts (house league and all star) and annual purchase and resale of limited team merchandise to club members (ie. t-shirts, sweatshirts, hoodies, toques, jackets...). Director (Apparel) works closely with Director (Marketing & Communications) with regards to development and use of club logos and assets. Director (Apparel) also works closely with Director (Sponsorship & Partnerships) with regards to house league and all star sponsor acquisition and relevant logos required for team jerseys.
17. Notwithstanding the foregoing, the Board of Directors may create additional positions on the Board of Directors as they determine are necessary and may appoint Non-Board members, from time to time, to perform certain other roles on behalf of the Club.
18. The Board of Directors shall hire employees as required; however no employee shall have voting privileges.

ARTICLE 7.

FINANCES

Banking

1. The funds of the Club shall be deposited at the discretion of the Board of Directors in an appropriate legal financial institution for the best benefit of the Club and in the name of the Club.
2. All cheques shall be signed by the Treasurer and any one of the President or President's designate.
3. The Board of Directors, with two-thirds (2/3) majority of those present, may authorize the borrowing of money upon credit of the Club and may limit or increase the amount to be borrowed.
4. The Club has the power to accept donations, gifts, legacies and bequests.

Fiscal Year

1. The fiscal year of the Club shall end on the 31st day of October in each year.

Financial Report

1. The financial position of the Club shall be presented to the membership at the annual general meeting.

Non-Budget Disbursements

1. No Director or member may make financial decisions on behalf of the Club without the approval of the Board of Directors.
2. The Treasurer may approve the disbursements of funds not noted in the approved budget. Total disbursements shall not exceed \$500.00 and shall be disclosed in a report to the Board of Directors at its next meeting.

Dissolution

1. The Club shall not be dissolved unless all liabilities have been discharged and a motion has been passed by a majority of votes recorded at a general meeting convened for the purpose of dissolving the Club. Upon dissolution, surplus money shall be donated to a charitable organization, decided by a majority at the general meeting, which carries out its work solely in Ontario.

ARTICLE 8.

MEETINGS OF DIRECTORS

1. The Board of Directors shall meet not less than nine (9) times a year. The President shall preside at all meetings of the Board of Directors. In the absence of the President, a Vice President, so designated by the Board of Directors, will preside.
2. At all meetings of the Board of Directors, each Director, except the Immediate Past President, shall have one (1) vote. Questions arising or decisions to be taken at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.
3. One-half of the total number of members on the Board of Directors plus one shall constitute a quorum at a Board of Directors' meeting.
4. Any member or player shall have the right to attend any meeting of the Board of Directors. Upon giving 48 hours notice to the Secretary, members shall be allowed to address the meeting of the Board of Directors.

ARTICLE 9.

TERMS OF OFFICE

1. The Treasurer, Vice President (Club League), Vice President (All-Star), Director - Facilities, Director (Sponsorships & Partnerships), Director - Apparel and Junior A Liaison shall be elected for two year terms in even-numbered years. The President, Vice President (Field),

Director (Marketing and Communications), Registrar, Equipment Manager and Secretary shall be elected for two year terms in odd-numbered years.

2. The Immediate Past President shall serve on the Board of Directors.
3. The Board of Directors may appoint a Director to fill any vacant position on the Board of Directors for the balance of the term of the vacated position.

ARTICLE 10.

RULES OF ORDER

1. Meetings shall be conducted in accordance to "Robert's Rules of Order".

ARTICLE 11.

MEETINGS

1. The annual general meeting of members shall be held each year on or before December 31 for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, electing directors and for the transaction of any other business which may properly be brought before the meeting.
2. Notice of the time and place for holding the annual general meeting shall be given to every member by ordinary mail, postage prepaid, or by electronic communication or any form of transmitted or recorded communication, addressed to each member at the member's latest address as shown on the records of the Club, no fewer than twenty (20) days and no more than fifty (50) days before the date of the meeting.
3. All members must sign in at the annual general meeting.
4. The Directors shall present a complete written report of their activities and the affairs of the Club during the preceding year at each annual general meeting.
5. The President, a person appointed by the President, or in his or her absence a person chosen by a vote at the meeting, shall be chair of the annual general meeting of members.
6. A non-Board member, as appointed by the board of directors, shall chair the elections at the annual general meeting.
7. At the annual general meeting of members one or more scrutineers, who need not be members, shall be appointed by a resolution or by the chairman with the consent of the meeting. The scrutineers shall verify the eligibility of voting members and count the votes.
8. Each current member of the Board of Directors and each member of the club is entitled to one vote at the annual general meeting. There shall be no proxy votes.

9. A special meeting of the Club must be called within fourteen (14) days by the Board of Directors upon its own motion or by a petition which is submitted to the Secretary with the signatures of more than thirty (30) members of the Club. Only the business for which a special meeting has been called will be dealt with, except with the unanimous consent of those present.
10. At all meetings of members, every question shall be decided by a majority of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. The election of directors and officers of the Club shall be decided by a plurality of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot.
11. Voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member entitled to vote at the meeting or where required by the chair. A ballot may be demanded either before or after any vote by show of hands. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is required or demanded, an entry in the minutes of a meeting of members to the effect that the chairman declared a motion to be carried is 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 the motion. A demand for a ballot may be withdrawn at any time prior to taking of a poll on the ballot.
12. If a ballot is demanded or required, the vote upon the question shall be taken in such manner as the chair of the meeting shall direct.
13. The chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned for less than thirty days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

ARTICLE 12.

AMENDMENTS OF BY-LAWS

1. All members in good standing may submit proposed amendments to the Secretary in writing sixty (60) days prior to the annual meeting.
2. All members shall receive these proposed amendments at least thirty (30) days prior to the annual meeting.

3. Amendments shall become effective upon attaining a two thirds (2/3) majority of the votes cast by members at the annual meeting, unless otherwise required by law.
4. The Board of Directors may interpret this By-Law, but, in so doing, shall take into consideration that the singular and plural tense, and the feminine and masculine gender shall respectively be interchangeable.

ARTICLE 13.

COMMITTEES

1. The Board of Directors shall constitute committees, as it deems necessary.
2. Committees report to the Board of Directors.
3. At meetings of a Committee a majority of members shall form a quorum.

ARTICLE 14.

NOMINATIONS

1. The Board of Directors may appoint a Nomination Committee. In the absence of a Nomination Committee, the Secretary shall, prior to the annual meeting of members, accept nominations to fill all vacancies on the board and shall report such nominations to the Board not less than ten (10) days prior to such annual meeting.
2. 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.
3. Any member of the Club is eligible for election to the Board of Directors.
4. No nomination shall be accepted for the position of President for a person who has not served on the Board of Directors for the immediately preceding year.
5. No nomination shall be accepted for the position of Treasurer for a person who is not bondable.

ARTICLE 15.

INDEMNITIES

1. The Directors and Officers of the Club acting bona fide and in good faith shall be indemnified and saved harmless out of the assets of the Club from and against any and all costs, charges, and expenses sustained or incurred arising from any and all action or claims

advanced against them in connection with actions taken on behalf of the Club in the capacity of Director.

ARTICLE 16

INSURANCE

1. All players shall be insured through the Ontario Lacrosse Association insurance plan.
2. All certified coaches shall be insured through the Coaching Association of Canada Liability Insurance Plan.
3. Directors' liability insurance shall be purchased and maintained at all times on behalf of all members of the Board of Directors and added as a rider on the insurance agreement with the Ontario Lacrosse Association.

ARTICLE 17.

POWERS

1. The Directors of the Club shall sign such contracts, documents or instructions in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned them by the Board of Directors.
2. The Board of Directors shall have the power to reprimand, suspend or expel any member or player in accordance with the code of conduct.

ARTICLE 18.

BORROWING POWERS

1. The Board of Directors, with two-thirds (2/3) majority of those present, may from time to time:
 - (a) Borrow money on the credit of the Club.
 - (b) Issue, sell or pledge securities of the Club.
 - (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club including book debts, rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt, obligation, liability of the Club.

ARTICLE 19.

REMUNERATION

1. No Director shall receive remuneration for being a member of the Board of Directors. Directors may receive recompense for expenses properly incurred by them in the performance of their duties, at rates established by the board, and upon submissions of signed claims supported by appropriate receipts.

ARTICLE 20

INTELLECTUAL PROPERTY

1. Each of the directors, officers and members of the Club may create intellectual property related to the operations of the Club and its activities, but all trade-marks, discoveries, ideas, suggestions, inventions, patents, applications for patents, secrets or trade secrets specifically related to the Club's activities and not generally known outside the Club, all proprietary and financial information, all computer programs owned or used by the Club, lists and records and all information marked as confidential, made, developed, filed, issued to or used by any of the directors, officers and members of the Club, whether or not pursuant to specific instructions, shall be the property of the Club and shall not be divulged or otherwise used by such director, officer or member without written instructions from the Club.

ARTICLE 21.

BOOKS AND RECORDS

1. The Board of Directors shall ensure the keeping of proper and complete books of accounts and corporate records. All financial records will be kept and maintained by the Treasurer.

ARTICLE 22

NOTICE

1. A notice or document required by the Act, the regulations thereunder, the articles or the by-laws of the Corporation to be sent to a member or director of the Corporation may be sent by prepaid mail addressed to, or may be delivered personally to, the member at his or her latest address as shown in the records of the Corporation or to the director at his or her latest address as shown in the records of the Corporation. A notice or document if mailed to a member or director of the Corporation shall be deemed to have been given when deposited in a post office or public letter box. If the Corporation sends a notice or document to a member or player in accordance with this section and the notice or document is returned on three consecutive occasions because the member cannot be found, the Corporation is not required to send any further notices or documents to the member until he or she informs the Corporation in writing of his or her new address.
2. The accidental omission to give any notice or to send any document to any member, director or other person or the non-receipt of any notice or document by any member, director or other person or any error in any notice or document not affecting the substance of the notice

or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

3. Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled to notice. Attendance of any director at a meeting of the directors or of any member at a meeting of members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

ARTICLE 23

GENERAL

1. In this By-Law and all other by-laws and resolutions of the Club, "Act" means the Corporations Act (Ontario), R.S.O. 1990, c. C-38, and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor.