

**THE ST. ALBERT RAMS
LACROSSE CLUB
BYLAWS**

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Approved: 24 October 2024

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1. BYLAW 1 – NAME

The name of the society is the “St. Albert Rams Lacrosse Club” (SARLC), referred to hereafter as the “Rams” or the “Club”.

2. BYLAW 2 – BYLAWS

These are the general Bylaws of the St. Albert Rams Lacrosse Club and replace all previous Bylaws. Any modifications or updates to these Bylaws must be done by a Special Resolution.

3. BYLAW 3 – INTERPRETATION

3.01

DEFINITIONS

3.01.01

The following are words, terms, and phrases used in these Bylaws, which applicable lacrosse governing bodies set the definitions of:

1. “ALA” means the Alberta Lacrosse Association, the governing body of lacrosse in Alberta;
2. “ALRA” means the Alberta Lacrosse Referees Association;
3. “Board” means the Board of Directors of the St. Albert Rams Club as defined in Section 5.02 of these Bylaws;
4. “Club” means an association which has adopted Bylaws and Regulations that are consistent with the Bylaws, Mission, Values, Regulations, Rules, and Policies of the Greater Edmonton Lacrosse Council (GELC), Alberta Lacrosse Association (ALA), and Lacrosse Canada (LC) and is approved by the Alberta Lacrosse Association to operate a lacrosse program with one or more Lacrosse Teams and for these Bylaws refers specifically to the St. Albert Rams Lacrosse Club;
5. “Coach” means a person registered with the St. Albert Rams Lacrosse Club as a coach of a Lacrosse Team;
6. “Director” means a Member of the Board of Directors of the St. Albert Rams Lacrosse Club;
7. “Division” means an age category in minor lacrosse as defined by Lacrosse Canada (LC);

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8. “Executive” means the Executive Committee of the St. Albert Rams Lacrosse Club as defined within Section 5.04 of these Bylaws;
9. “GELC” means the Greater Edmonton Lacrosse Council, the Local Governing Body (LGB) of the St. Albert Rams Lacrosse Club;
10. “In Good Standing” means having paid the necessary fees and abided with all other requirements as set out in these Bylaws;
11. “In Writing” or “Written” means communication by which words are capable of being visibly reproduced at a distant point of reception, including print, typewritten, or any electronic means;
12. “LC” means Lacrosse Canada, the governing body of lacrosse in Canada; formally the Canadian Lacrosse Association (CLA);
13. “Lacrosse Team” means a group of lacrosse Players with at least one Coach, all of whom are registered with the St. Albert Rams Lacrosse Club;
14. “Local Governing Body (LGB)” means the governing authority recognized by Lacrosse Canada (LC) and the Alberta Lacrosse Association (ALA), which operates above the Club level and below the Provincial level and is registered as a body corporate in the Province of Alberta;
15. “Manager” means a person registered with the St. Albert Rams Lacrosse Club as a manager of a Lacrosse Team;
16. “Minor Officials” means those individuals who perform the duties of timekeepers, goal judges, penalty-box attendants or other individuals who may be required off the floor for the organized conduct of a game of lacrosse;
17. “Not In Good Standing” means having failed to pay the necessary fees or has not abided with all other requirements as set out in these Bylaws;
18. “Officials” means those individuals who perform the duties of Referees or Minor Officials;
19. “Player” means a person registered with the St. Albert Rams Lacrosse Club as a player on a Lacrosse Team;
20. “Referee” means a person registered as a referee with the Alberta Lacrosse Referee Association (ALRA) and the Alberta Lacrosse Association (ALA) and qualified to officiate lacrosse;

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21. "Registration Fees" means the seasonal fees required to register in a lacrosse program with the St. Albert Rams Lacrosse Club.
22. "Rules" means those rules of the game of lacrosse as established by Lacrosse Canada (LC) and
23. "Special Resolution" means:
 - a. A resolution passed:
 - (1) At a General Meeting or a Special Meeting of which not less than twenty-one (21) calendar days notice specifying the intention to propose the resolution has been duly given, and
 - (2) By the vote of not less than 75% of those Members who, if entitled to do so, vote in person or, where proxies are permitted, by proxy:
 - b. A resolution proposed and passed as a Special Resolution at a General Meeting or a Special Meeting of which less than twenty-one (21) calendar days notice has been given if all the Members entitled to attend and vote at the General Meeting or Special Meeting so agree; or
 - c. A resolution consented to In Writing by all the Members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
24. "Trainer" means a person registered with the St. Albert Rams Lacrosse Club as a trainer on a Lacrosse Team.

4. BYLAW 4 - MEMBERSHIP

4.01

MEMBERSHIP

4.01.01

A Member of the Rams is a person who has registered with the Rams and paid applicable Registration Fees within the current registration year as a:

1. Player, including parents or legal guardians of the Player;
2. Coach;
3. Manager;
4. Trainer; or
5. Member of the Board of Directors.

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- 4.01.02 Honorary Membership is the highest honour that the Rams may bestow. It will be awarded to Individuals for distinctive service to minor lacrosse in St. Albert. Nominations for Honorary Membership must be forwarded to the Board with the endorsement of at least two (2) Members. Individual Board Members may also nominate candidates. The Board must appoint Honorary Members by majority vote. Honorary Members will act in an advisory capacity to the Board, exercising all the privileges of Board Members, but are not eligible to vote on any issue. Honorary Membership does not expire.
- 4.01.03 Membership may be terminated by the Member submitting a request In Writing to the Board that their Membership be terminated, or, in the case of a Player, their registration be withdrawn. The Board will determine whether to refund Registration Fees, in whole or in part, on a case-by-case basis.
- 4.01.04 The Rams' Membership is entitled to vote at General and Special Meetings and to attend Board and Executive meetings.
- 4.01.05 A Member of the Rams will be considered a Member Not In Good Standing if that Member has failed to pay applicable Registration Fees or, as determined by the Board, has intentionally harmed the Club or acted inappropriately. Members Not In Good Standing are not entitled to vote at General or Special Meetings nor attend Board or Executive meetings and will not be permitted to participate in any Club or Team activities on or off the floor.
- 4.02** **MEMBERSHIP FEES**
- 4.02.01 Membership Fees are Registration Fees which are due annually upon registration through applicable registration software or registration processes. In instances where Registration Fees will be subsidized, in whole or in part, through volunteer credits, a third party, or other agreed-upon means, the amended Registration Fees may be waived until the subsidies have been confirmed and the amount of the amended Registration Fees has been determined.
- 4.02.02 Rams' Registration Fees are determined annually by the Board.
- 4.03** **EXPULSION**
- 4.03.01 A Member of the Rams may be expelled from the Membership by a vote of no less than seventy-five percent (75%) of the Board.

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- 4.03.02 Members of the Rams who are being considered for expulsion will be provided the following:
1. A notice of no less than forty-eight (48) hours before the vote by the Board;
 2. An opportunity to speak to the Board before the vote regarding the circumstances; and
 3. The result of the vote within forty-eight (48) hours of the vote.
- 4.03.03 Expulsions from the Club's Membership are effective immediately upon the result of the vote to expel being provided to the Member in question.
- 4.03.04 Members who have been expelled from the Club are entitled to an appeal, wherein a Special Meeting must be called, and the status of the expelled Member will be confirmed or overturned by a vote of no less than seventy-five (75%) of the Membership present at the Special Meeting. Members are only eligible to vote on the expulsion of another Member if they were a registered Member of the Club at the time of the incident which resulted in expulsion. The appeal process will adhere to the Bylaw Law 8 – Dispute Resolution.
- 4.04 RAMS STAFF**
- 4.04.01 Employees or contracted parties of the Rams should not be Members, Board Members, or Executive Members. Rams' employees or contracted parties may be ex-officio Members of Rams' Committees as appointed; however, they are not entitled to vote on any motions. This includes any Coach receiving an honorarium for their services.
- 4.05 DISCLOSURE OF CONFLICT OF INTEREST**
- 4.05.01 A Member of the Rams who has, directly or indirectly, any interest in any contract or transaction to which the Rams is, or is to be, a party must declare their interest in such contract or transaction at a meeting of the Rams and disclose the nature and extent of such interest.
- 4.05.02 Membership of the Rams must not vote on any motion:
1. Effecting a private company of which they are a shareholder;
 2. Effecting a public company in which they hold more than one percent of the issued and outstanding shares;
 3. Effecting a partnership or firm of which they are members or in which they have an interest;

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4. Relating to a contract for the sale of goods or merchandise or the provision of services to which they are a party;
5. In which they have direct or indirect financial interest, except questions of general benefit to a class of which they are, by statute, necessarily members; or
6. Effecting the placement or discipline of any player or personnel to whom they are directly related.

4.05.03 Any Member of the Rams must declare their interest before the discussion of the motion and will not participate in the discussion relating to such motions.

5. BYLAW 5 – GOVERNANCE

5.01 GENERAL

5.01.01 The Rams must adhere to the Bylaws, Policies, Regulations, and Rules, in order of hierarchy, of the following governing bodies:

1. GELC;
2. ALA; and
3. LC.

5.01.02 The operation of the Rams is further set in the St. Albert Rams Lacrosse Club's current Regulations, Policies, and Procedures.

5.01.03 The Rams are governed by a Board of Directors. Membership will elect the Board at an Annual General Meeting (AGM). To be elected to the Board, a candidate must receive the support of a majority of those present. A Director elected at the AGM will assume office at the first Board meeting following the AGM.

5.01.04 Nominations will only be accepted from Members In Good Standing and must be submitted fourteen (14) calendar days prior to the AGM and accepted by the nominee seven (7) calendar days prior to the AGM. Nominations will only be accepted from the AGM floor if no previous nominations were submitted. Nominees must be present at the AGM unless the Board has provided previous approval within 24 hours prior to the AGM.

5.01.05 The President must be nominated from the existing Board Members who have served at least two consecutive years on the Board. The Vice President must be nominated from existing Board Members who have served at least one year on the Board.

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- 5.01.06 If an AGM results in vacant Board positions, the Board may appoint interim Directors at any time to fulfill the position's functions. Any such appointment must have the support of at least sixty percent (60%) of the existing Directors on the Board. Any Director the Board appoints must have their appointment ratified at the next AGM of the Rams. A person appointed as an interim Director assumes office immediately.
- 5.01.07 The term of office of a Director will be a maximum of two (2) years from the date of the AGM of which they are elected or their appointment ratified, in the case of an interim Director. The terms will be offset, with approximately half of the Board elected in one particular year and the remainder elected in the subsequent year.
- 5.01.08 A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed effective thirty (30) calendar days after the Secretary of the Board receives the letter of resignation or immediately if requested in the letter.
- 5.01.09 A Director will be deemed to have resigned from the Board if they miss three (3) consecutive Board Meetings. Such a person may be reinstated to the Board by a vote of no less than seventy-five percent (75%) of all serving Board Members.
- 5.01.10 Directors may be removed from office for unsatisfactory performance or behaviour that violates the current Codes of Conduct of the Club, GELC, ALA, or LC, as determined by a motion and a Special Resolution in favour of removal. Board Members may not vote on a motion for their removal from office.
- 5.01.11 A Director may be removed from the Board by a petition for removal signed by fifty percent (50%) of the registered Membership. Should a registered Member wish to petition for the removal of a Director, they must notify the Board In Writing. The Board must send written notice of the petition to all registered Members within fourteen (14) calendar days of receiving the notification. The petitioning Member is responsible for collecting signatures for the petition and has sixty (60) calendar days from the date that the Membership is notified of the petition to submit the petition to the Board. If over fifty percent (50%) of the Membership has signed the petition, the Director will be removed from the Board, effective upon receipt of the petition.

5.02 BOARD OF DIRECTOR POSITIONS

- 5.02.01 The Board will consist of the following:
1. President;
 2. Vice-President;

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3. Secretary;
4. Treasurer; and
5. Up to a maximum of twenty-four (24) Directors at Large, as defined in the Rams' Regulations, Policies, and Procedures.

5.02.02 The terms of the office of President and Treasurer will start in the same odd year, and the terms of office of the Vice President and Secretary will begin in the same even year.

5.03 DUTIES OF THE BOARD OF DIRECTORS

5.03.01 President. The President is responsible for the overall management and supervision of the Board, the affairs, and the operations of the Rams and will:

1. Call, prepare agendas, and chair all meetings of the Members, Board, and Executive;
2. Represent the Rams at all GELC and ALA meetings;
3. Be an ex-officio Member of all Committees;
4. Liaise with the City of St. Albert and the local sports community; and
5. Be a signing authority for the Club.

5.03.02 Vice President. The Vice President will:

1. Assist the President in the overall management and supervision of the Board;
2. Assume the duties of the President in their absence; and
3. Be a signing authority for the Club.

5.03.03 Secretary. The Secretary will:

1. Ensure that the minutes of all meetings are recorded, circulated, and posted to the Rams' webpage as applicable;
2. Collect mail from the Ram's postal box and ensure all correspondence is kept correctly and responded to as required;
3. Provide notice for all meetings of the Rams according to these Bylaws,
4. Distribute agendas; and
5. Keep a record of all the Board Members and their contact details as required by governing bodies.

5.03.04 Treasurer. The Treasurer will:

1. Maintain contact with the Bookkeeper and ensure that the books of account of Rams are appropriately kept;
2. Manage the Club's bank accounts and ensure all invoices are paid on time;

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3. Ensure that the financial summary is presented regularly to the Board and at the AGM; and
4. Be a signing authority for the Club.

5.04 EXECUTIVE COMMITTEE

5.04.01 The Executive Committee is responsible for the operational activities, long-term strategic planning, and goals of the Rams. The Executive may invite any such persons to their meetings as the Executive believes are necessary to conduct its business. The Executive duties are as follows:

1. Perform specific duties as directed by the Board;
2. Act as a steering committee for the Board, making recommendations regarding policies and direction of the Rams; and
3. Make decisions and take action that the Board or any committee may take, except regarding the expenditure of money over \$5,000, when it is not reasonably, practicable, or necessary to convene a meeting of the Board.

5.04.02 The Executive Committee is selected from Board Members consisting of the following positions:

1. President;
2. Vice President;
3. Secretary; and
4. Treasurer.

5.04.03 A Member who has served three (3) consecutive terms as President must remain off the Executive for one (1) year before seeking re-election.

5.05 OTHER COMMITTEES

5.05.01 The Board may create other committees as deemed necessary. All committees must have at least one sponsoring Director.

5.05.02 Committees created by the Board can be delegated authority, but not responsibility, to act on behalf of the Board. The authority delegated to a committee will be limited to the authority explicitly described in the motion to create the committee.

5.05.03 The following are the standing committees of Rams:

1. Evaluations Committee. The Evaluations Committee will be sponsored and chaired by the Director of Player Development and include the Coaching

Director and applicable Division Coordinators. It will be responsible for planning and executing annual evaluations and the team selection process.

2. Baggataway Committee. The Baggataway is the annual Rams-hosted tournament called the Jeremy Richardson Memorial Baggataway. The Baggataway Committee will be sponsored and chaired by the Baggataway Director and include volunteers from each Division or Team as determined necessary to plan and execute the annual Baggataway.

6. BYLAW 6 – MEETINGS OF MEMBERS AND VOTING

6.01 GENERAL MEETINGS

6.01.01 General Meetings may be conducted in person or virtually.

6.01.02 Quorum at a General Meeting of the Rams is fifty percent (50%) plus one (+1) of the Board at the time of the General Meeting.

6.01.03 Any motion at a General Meeting will be decided by a majority vote of Members present at the General Meeting subject to the following:

1. The Dissolution of the Club will be governed by the process outlined in Bylaw 7; and
2. Modifications to the Club's Bylaws will be decided upon at an AGM and will be decided by a Special Resolution of Members present at the AGM.

6.02 ANNUAL GENERAL MEETING

6.02.01 Annual General Meetings (AGMs) may be conducted in person or virtually. The AGM will be held within three months of the end of the lacrosse season on a day to be fixed by the Board. Unless otherwise arranged, according to these Bylaws.

6.02.02 Quorum at an AGM is fifty percent (50%) plus one (+1) of the Board at the time of the AGM.

6.02.03 Any matter at an AGM will be decided by a majority vote of Members present at the AGM.

6.02.04 Notice of the AGM will be given twenty-one (21) calendar days in advance through a meeting notification email sent to the Club's Membership and a notice posted on the Rams' webpage and social media sites.

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- 6.02.05 The Board will prepare the agenda for the AGM and distribute it to the Membership via email at least fourteen (14) calendar days prior to the meeting. AGMs will only deal with the requirements set forth by the Alberta Societies Act and will include, at a minimum:
1. An annual summary report of each Director's portfolio;
 2. A presentation of the financials of the Club, as detailed in Subsection 7.01.03;
 3. Reports from all Committees formed over the previous year;
 4. A presentation of the planned Board activities for the upcoming year;
 5. The election of Board Members to fill vacant Board positions, as detailed in Subsection 5.01.02;
 6. Special Resolutions.
 - a. Special Resolutions set by the Board will be included in the notice of AGM; and
 - b. Special Resolutions brought forward by the Membership must be received by the Secretary twenty-one (21) calendar days before the AGM.

6.03 SPECIAL MEETINGS

- 6.03.01 Special Meetings may be conducted in person or virtually. A Special Meeting may be called in one of the following three (3) ways:
1. At the discretion of the Board President,
 2. With a letter signed by a minimum of three (3) Board Members; or
 3. With a letter signed by a minimum of fifteen (15) Members or twenty percent (20%) of the Rams' Membership, whichever is greater.
- 6.03.02 Quorum at a Special Meeting is fifty percent (50%) plus one (+1) of the Board at the time of the Special Meeting.
- 6.03.03 Any motion at a Special Meeting will be decided by a two-thirds (2/3) majority vote of Members present at the Special Meeting except for a Special Resolution,
- 6.03.04 Notice of a Special Meeting will be given twenty-one (21) calendar days in advance through a meeting notification email sent to the Club's Membership and a notice posted on the Rams' webpage and social media sites. The notice will include a statement of the purpose of the Special Meeting and an agenda. The duration of the notice may be abbreviated depending on the nature and urgency of the issue but will be at least seven (7) calendar days.

6.04 **VOTING MEMBERS**

6.04.01 All Members are entitled to vote on all matters at General and Special Meetings, provided they are present at the meeting either in person or through previously established virtual means. Players are limited to one vote, whether represented by the Player, a parent, or a guardian. If both parents of a single Player attend the AGM, they are limited to one vote. If a parent or guardian has multiple children registered as Players, they will be permitted one vote for each Player.

6.04.02 Votes will be taken by a show of hands, and voting by proxy will not be permitted.

6.04.03 Any Member who received remuneration or an honorarium is not eligible to vote at a General or Special Meeting.

6.05 **BOARD MEETINGS**

6.05.01 Board Meetings may be conducted in person or virtually. They will be scheduled once per calendar month at a set day and time; the Board will meet at least ten (10) times per year. Directors must be notified of changes to a meeting at least seven (7) calendar days before the meeting unless all Directors agree to abridge the notice period.

6.05.02 Quorum for a Board meeting is fifty percent (50%) plus one (1) of the current Board Members.

6.05.03 The Board may determine the rules of order governing its meetings.

6.05.04 Each Member of the Board will be entitled to one vote at Board Meetings. The motion will be adopted by a majority vote of those Board Members in attendance. The President will only vote in the case of a tie.

6.05.05 Directors may abstain from casting a vote on a motion. Abstaining Directors count toward quorum for a meeting but do not count toward the percentage of support for or against a motion. The Secretary will note when Directors abstain from voting on a motion.

6.06 **MINUTES OF MEETINGS**

6.06.01 Minutes will be captured for all meetings and signed off by the applicable authorities on the Board. Meeting minutes will be uploaded onto the Rams' webpage, and AGM minutes will be distributed to the appropriate governing and financial agencies within thirty (30) calendar days of the AGM.

7. BYLAW 7 – RECORDS AND FINANCIAL MATTERS

7.01 GENERAL

7.01.01 The Treasurer or designate will oversee all financial records and books of account of the Rams, and the Bookkeeper will retain them in electronic form. Audited financial statements will be made available upon request; individuals who have requested to inspect the records and books of account will be given access at one (1) of the three (3) subsequent Board meetings after the Board has received the request In Writing.

7.01.02 The Board will ensure that the books and records are audited annually. The audit will be conducted by at least two (2) individuals who do not have signing authority on any of the Rams' bank accounts and have not had signing authority within the previous two (2) calendar years. The audit must be completed in time to present at the AGM.

7.01.03 A financial report must be presented each year by the Treasurer or delegate at the AGM. The report will include, as a minimum, a summary of the Club's:

1. Income;
2. Disbursements;
3. Assets; and
4. Liabilities.

7.01.04 A Chartered Professional Accountant may audit the Rams' financial accounts when the Board feels necessary or when the inspection outlined in Subsection 7.01.02 generates results necessitating an audit. The auditor's report will be presented at the AGM.

7.01.05 The Board may not incur any debt without successfully obtaining authorization from the Membership through a Special Resolution. The notice for the Special Resolution will explicitly state that the Club may incur debt as a result of the Special Meeting and outline the amount of debt to be incurred, the intended use of the acquired capital, the conditions and considerations attached to the use of the capital; and the proposed method of repaying the debt.

7.01.06 Any contract or other legal document relating to the Rams' business may be signed by any person appointed by the Board to sign on its behalf, as detailed in Section 5.03.

7.01.07 The Rams may borrow money only to sustain its mandate of delivering a minor lacrosse program. The Board may not borrow money without successfully obtaining authorization from the Membership through a Special Resolution. The notice for the

Special Resolution will explicitly state the amount of the funds being borrowed, the intended use of the borrowed funds, the conditions and considerations attached to the use of the borrowed funds, and the proposed method of repaying the borrowed funds.

7.02 **FISCAL YEAR**

7.02.01 The Rams' fiscal year commences on the 1st day of December of every year and concludes on the 30th day of November of the following year.

7.03 **SEAL**

7.03.01 The Rams do not possess a seal.

8. BYLAW 8 – DISPUTE RESOLUTION PROCESS

8.01 **DISPUTE RESOLUTION**

8.01.01 This section applies to any dispute arising out of the affairs of the Rams or the application of its Bylaws:

8.01.02 The Dispute may be between:

1. Members, or
2. The Club and its Directors, or
3. The Club and either:
 - a. A Member, or
 - b. A former Member who was a Member within the previous twelve (12) months.

8.01.03 Any dispute subject to Subsections 8.01.01 and 8.01.02 will be resolved by:

1. Direct negotiation between the parties, with or without assistance or facilitation. If resolution is not achieved, then by:
2. Written appeal to the Board for a decision. If resolution is not achieved, then by:
3. Mediation under the National Mediation Rules of Alternate Dispute Resolution Institute of Canada (ADRIC) or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
4. Arbitration under the National Arbitration Rules of ADRIC or arbitration practices agreed upon by the parties.

8.01.04 The decision will bind all parties.

8.01.05 The selection process of facilitators, mediators, or arbitrators will follow the Rams' Regulations, Policies, and Procedures.

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- 8.01.06 Members are obligated to comply with the Rams' complaint resolution Bylaws, policies, and procedures as a condition of Membership. The failure of a Member to cooperate with the Rams' complaint, dispute resolution, or discipline processes will be considered an act of Member misconduct and may result in disciplinary procedures.
- 8.01.07 In a circumstance where all parties cannot mutually agree upon a language for the dispute resolution process, the dispute resolution process will be in English.

9. BYLAW 9 - DISSOLUTION

9.01 DISSOLUTION

- 9.01.01 The Rams may be dissolved by a vote of not less than eighty percent (80%) of the Members present at a Special Meeting of the Rams called for the express purpose of considering Dissolution.
- 9.01.02 The meeting to dissolve the Rams must have a Quorum of fifty percent (50%) Members and require thirty (30) calendar days notice.
- 9.01.03 Upon dissolution, the Rams' property will be distributed to charitable local organizations whose objectives are similar to those of the Rams.