



Springbank Minor Hockey Association

**BYLAWS OF
SPRINGBANK MINOR HOCKEY ASSOCIATION**

May 2009

1. Name

- 1.1. The name of the Society is the Springbank Minor Hockey Association (referred to in these Bylaws as the “Association”).

2. Registration

- 2.1. The Association shall be registered under the Societies Act of Alberta

3. Purpose

- 3.1. The Association shall develop and run a hockey program (“Program”) that is in line with the Association’s Vision and Mission statements and those programs run by the Association’s affiliations.

4. Affiliations

- 4.1. The Association shall be a member of Calgary Minor Hockey Association, Alberta Amateur Hockey Association, the Canadian Hockey Association and a user group under the auspices of the Springbank Park for All Seasons Agricultural Society (“SPFAS”).

5. Membership

- 5.1. Any person may become a member of the Association (“Member”) who:
 - 5.1.1. supports the objectives of the Association; and
 - 5.1.2. is a member in good standing of the Association and of SPFAS; and
 - 5.1.3. if they are a player, has their principal residence within the boundary of the Association as recognized by Calgary Minor Hockey Association; and
 - 5.1.4. is 18 years of age or older and registered to play or, participate in some other fashion, within the Program; or
 - 5.1.5. is a parent or legal guardian of a person who is under the age of 18 and who is registered to play or participate in some other fashion within the program.
- 5.2. The Board of Directors (the “Board”) shall have the power, to expel or suspend any Member in accordance with Clause 10 contained herein.
- 5.3. A Member who ceases to be a Member or is expelled or suspended from the Association shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Association.



5.4. Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary, and such withdrawal is effective upon receipt of such notice.

5.5. Membership in the Association may be denied at the discretion of the Board.

6. Address of Members

6.1. Each member shall provide the Association with a mailing address, proof of residency (a driver's license or any document requested by the Association) a telephone number, a fax number and e-mail address, to allow the Association to notify them of important issues, including but not limited to meetings of members. Fax numbers or e-mail addresses provided to the Association may be used for the purposes of notice required to be given to members pursuant to these Bylaws. Each member shall be responsible for informing the Directors of any change of mailing address, phone number, fax number and/or e-mail address that occurs while a member is in good standing.

7. Membership Fees

7.1. All Membership Fees, dues and any other charges shall be determined by the Board from time to time with a review carried out at least annually. The Board shall also establish the time and terms for paying such fees, dues and other charges. When players register for and pay the respective fees for participating in the Program, those fees shall include their membership fees with the Association.

7.2. The Board, at its discretion, may direct the Registrar to apply a graduated level of fees for registration in the Program to encourage prospective players to register early so that the Board may effectively plan the coming season.

7.3. The Board, at their discretion, may set policy from time to time to allow for the refund of all or a portion of the Membership Fees provided the policy is applied in a fair and equitable manner.

8. Liability for Fees

8.1. A member shall remain liable for payment of any dues, fees or amounts levied or which become payable by it to the Association prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any member who resigns or is expelled from the Association shall forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Directors, the member who has been expelled or suspended shall not be entitled to a refund of any fees that have been paid up to that time. A member who



resigns or withdraws from membership may be eligible to a partial refund of any dues, fees or amounts paid by the member. Any such refund shall be at the discretion of the Directors and shall take into account any costs incurred by the Association as a result of the resignation or withdrawal.

9. Withdrawal

- 9.1.** Members may resign or withdraw from membership by written notice to the Directors. The effective date of resignation or withdrawal shall be the date on which the Directors receive the notice.

10. Expulsion or Suspension

- 10.1.** The Board of Directors (the "Board") shall have the power, by a vote passed by a majority of the votes cast at a properly called Directors meeting, subject to Clause 26 herein, to expel or suspend any Member from membership and/or from participating in the Program:
- 10.1.1. whose conduct shall have been determined by a duly appointed Grievance Committee to be improper, unbecoming, or likely to endanger the interests or reputation of the Association and said conduct is determined by the Directors, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of the Association; or
 - 10.1.2. who willfully commits a breach of the Bylaws or the policies, rules or regulations of the Association that are in effect at that time; or
 - 10.1.3. who has contravened the Fair Play Codes or Shared Respect Program or any other governing policies of SMHA or its Affiliates; or
 - 10.1.4. who has misrepresented any registration information.
 - 10.1.5. Any Member subject to an expulsion or a suspension shall be notified of the charge of complaint against him and shall first be given an opportunity to be heard by the Grievance Committee at a meeting called for that purpose.

11. Rules, Regulations and Policies

- 11.1.** The Directors may, from time to time, make and amend such rules, regulations and policies as they consider appropriate for the governance or regulation of the activities of the Association, its members, or any of its volunteers, including but not limited to its coaches, provided such rules and regulations are not inconsistent with these Bylaws.
- 11.2.** All rules and regulations and subsequent amendments thereto will have effect from the time they are approved by the Directors.
- 11.3.** Members in good standing may propose amendments to be considered by the Directors.

11.4. The Directors may approve the amendment or may submit the amendment directly to the members at the next meeting of the members.

11.5. If a member wishes to propose an amendment, he or she must have made the request for such an amendment to the Directors at least thirty (30) days prior to the meeting at which the amendment is to be considered.

11.6. Such an amendment will take effect from the time of the approval of the members.

12. Annual General Meeting

12.1. The members of The Association shall meet at least once every year, said meeting referred to in these Bylaws as the “Annual General Meeting” and which shall be called between January 1st and June 30th each year, typically following the end of SMHA’s customary season and prior to the start of planning for the ensuing hockey season, for the purposes of:

12.1.1. electing the Directors and the Officers of The Association;

12.1.2. presenting the financial statements and the auditor’s report to the members; and

12.1.3. presenting the report of the Directors.

12.2. Notice of the Annual General Meeting shall be in accordance with clause 16 contained herein

13. Special General Meetings

13.1. From time to time and in accordance with the terms contained herein, a Special General Meeting of members may be called at which Special Resolutions brought forward to amend these bylaws, shall be voted on and in which two thirds of those members attending the meeting must vote in favour of any Special Resolution in order for the Special Resolution to be in effect.

Notice of Special General Meetings

13.2. A Special General Meeting may be called in accordance with procedure to be followed under Notice of Meetings contained herein but said notice must be accompanied by the wording of the resolution(s) for which the meeting was called.

14. Calling Meetings of Members



14.1. The Board shall call the Annual General Meeting each year. The members may also meet at any other time, if called to do so by the President, the Directors or by written request of any 5 members, addressed to the President. A written request of the members to hold a meeting shall contain the reasons for calling such a meeting.

14.2. The members may consider and vote on any matters that properly come before them at any meeting of members, except for resolutions to amend these Bylaws or the Association's Rules, Regulations and Policies, in which case a Special General Meeting must be called.

15. Notice of Meetings of Members

15.1. All meetings of members, including the Annual General Meeting, shall require at least 21 days prior notice of the meeting given to the members. Such notice shall specify the date, time and place of the meeting and contain sufficient information for the members to make an informed decision with respect to any proposed resolutions. For the purposes of giving notice to a member, the last information on the books and records of the Association shall be the mailing address or email address to which notice must be sent. If notice is sent by mail, fax or e-mail, it shall be considered received as of the day it was sent. If the notice is by telephone it shall be considered received when the member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail. All notices regarding meetings of the Association shall be posted on the Association's website.

15.2. If the President or the Directors call the meeting, then the notice of meeting shall be prepared and sent by the Directors. If the members call the meeting, then the notice shall be prepared by the members calling the meeting and sent by the Directors. The members must provide the Directors with the notice prepared by them at least ten (10) clear days prior to the last day for giving notice to the members.

16. Errors in Notice of Meetings

16.1. No error or omission in giving notice of any meeting or any adjourned meeting of members, whether annual, general or special, shall invalidate such meeting or make void any proceedings or decisions made by the members at such meeting unless such error or omission was caused by the willful or grossly negligent conduct of the Directors, Officers or members who prepared the notice.

16.2. A member may at any time waive notice of a meeting by consent or by participation in the meeting.

17. Quorum for Member's Meetings



17.1. A quorum for a meeting of members shall be ten (10) members in good standing.

18. Voting Rights of Members

18.1. Each parent or legal guardian, who is a Member by virtue of conditions contained herein, shall be entitled to one vote only, regardless of the number of dependents who are registered or otherwise active in some other fashion within the Program.

18.2. Votes by members must be exercised in person at a duly called meeting of members. Individual members may not vote by proxy.

18.3. The Chairman at any meeting shall not vote unless there is a tie in which case he shall be entitled to cast a deciding vote.

19. Participation in Meetings

19.1. Except for matters of business properly brought before the meeting by the Directors, only those persons entitled to vote at meetings of the members shall be permitted to make motions, speak to motions, or second motions from the floor.

20. Chairman of Members' Meetings

The President shall act as Chairman at all meetings of the members, and in the absence of the President, a Vice-President and in the absence of both the President and the Vice-Presidents, any other Director may sit as chairman with the consent of the majority of the members present and entitled to vote.

21. Decisions of Members

21.1. All decisions of the members will be made by resolution passed by a majority of votes cast at a meeting of members or, if a Special Resolution is required, by a two thirds majority of the votes cast at a meeting of members.

21.2. Voting will be by a show of hands unless in the circumstances the Chairman of the meeting determines that it is appropriate to use secret ballots or if any member present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.



22. Directors and Officers

The following shall apply to the election or appointment of the Directors of the Association:

- 22.1.** The Board of Directors of the Association shall consist of the, the President; 1st Vice-President; 2nd Vice-President; Registrar; Treasurer; Secretary; Communications Director; Board Advisor and up to three (3) Directors at Large.
- 22.2.** The President, the Vice-Presidents, the Secretary, the Treasurer, the Registrar, the Communications Director, and Directors at Large shall be elected by a majority vote at the Annual General Meeting for a term of one (1) year. The Board Advisor shall be appointed by the Board and selected based on his or her knowledge and experience with hockey and/or the Association and shall not have any voting rights with regards to his role as a Director. Collectively these Directors shall be known as the Board, Executive and Officers of the Association.
- 22.3.** When it is expedient to do so, the positions of Secretary and Treasurer may be combined into one position to be called Secretary-Treasurer.
- 22.4.** Any vacancy created by a Director ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve the remaining term of the Director that ceased to be a Director.
- 22.5.** The Directors shall be charged with the task of preparing a slate of Directors for election at the Annual General Meeting. If there are more candidates seeking election than positions available, the Directors shall not prepare a slate of Directors but shall prepare a list of those seeking election which shall be published on the Association's web site seven (7) days prior to the Annual General Meeting.
- 22.6.** Any member in good standing may nominate an individual to the position of Director subject to the provisions contained herein, but must deliver the nomination to the office of the Association by midnight on the 10th day preceding the Annual General Meeting. All such nominations must be accompanied by the written consent of the nominee.
- 22.7.** If there are no nominees other than the slate provided by the nominating committee, the slate shall be declared elected at the meeting by acclamation.
- 22.8.** Directors elected or appointed pursuant to these Bylaws shall take office, and the prior Directors shall cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.



22.9. To be nominated for the position of President, the individual must have been a Director for at least one term prior to the proposed election or appointment, unless the Board identifies another candidate that brings stronger credentials to the position.

23. Directors' Meetings

23.1. Meetings of the Directors may be held as often as required but at least once every three months and at any time upon five (5) days prior notice of the meeting. Meetings may be called by the President on his/her own initiative or at the written request of any Director. All decisions of the Directors shall be made by resolution passed by a majority of those present and voting at a meeting of the Directors.

23.2. The Directors may, at their discretion, establish the dates and times of meetings ahead of time and said dates and times may be altered by the Directors upon the approval of a majority of Directors taken by electronic means.

23.3. The Directors may, by resolution, waive the five-day notice requirements for any meeting.

24. Quorum for Director's Meetings

24.1. A quorum for any meeting of Directors shall be five (5) Directors. The attendance of the Advisor at any Board meeting shall count towards determining the quorum.

25. Written Resolution in Lieu of Meeting

25.1. A resolution of the Directors signed by all of the Directors or approved by a majority of Directors by email in lieu of a meeting shall be as valid as if the resolution were passed at a duly called meeting of the Directors.

26. Participation by Telephone

26.1. With the consent of the Directors convened for a meeting under the auspices of these bylaws, a Director who is not physically present at a meeting of the Directors, may participate in the meeting by telephone.

27. Conflict of Interest

27.1. Any Director shall fully disclose any conflict of interest and shall not be eligible to vote on any resolution of the Directors that is related to the conflict of interest. For the purposes of this provision, the President may determine whether a conflict of interest exists, and if the matter

involves a conflict for the President, then the matter may be determined by the Vice-President or a majority vote of the remaining Directors.

- 27.2.** Any decision involving an immediate family member of a Director shall be deemed to be a conflict of interest.
- 27.3.** A person with a direct or indirect financial, ownership or investment interest through business, investment or family with which the Association has a transaction or arrangement shall be deemed to be a conflict of interest.
- 27.4.** A compensation arrangement, including but not limited to direct and indirect remuneration as well as gifts or favors that are not insubstantial, with the Association or with any entity or individual with which the Association has a transaction or arrangement shall be deemed to be a conflict of interest.
- 27.5.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association has or is negotiating a transaction or arrangement shall be deemed to be a conflict of interest.

28. Responsibility and Authority of Directors

- 28.1.** The Board of Directors shall manage the business and affairs of the Association subject to these Bylaws and any direction provided by resolution of the members and consistent with the rules and policies of the Springbank Park for All Seasons Agricultural Society, the Canadian Hockey Association, the Alberta Amateur Hockey Association and the Calgary Minor Hockey Association.
- 28.2.** Without in any way limiting the authority of the Directors or their ability to delegate that authority, they shall have the following:
- 28.2.1. the mandate to develop new rules, regulations and policies from time to time to meet the Association's needs in compliance with these Bylaws and the rules, regulations, policies and bylaws of the Association's affiliations.
 - 28.2.2. the power to impose and enforce penalties or suspensions for violation of the Bylaws, rules and regulations and policies of the Association or its Affiliates from time to time; and
 - 28.2.3. the power to remove from office, any Director or Officer for neglect of duty or for conduct that is contrary to bylaws, rules and regulations, policies and best interests of the Association or its Affiliates from time to time; and



28.2.4. the power to interpret, define and explain all provisions of the bylaws, the rules and regulations and policies of the Association from time to time; and

28.2.5. the responsibility to address all disputes between or among members; and

28.2.6. the responsibility to appoint all delegates to attend all meetings of those organizations to which the Association is affiliated.

29. Delegation of Authority

29.1. The Directors may delegate any of their authority to a committee or individual except its authority to: borrow money; expel or indefinitely suspend a member; or fill a vacancy on the Board of Directors.

30. Committees

30.1. The Board may commission standing committees, including but not limited to a Grievance Committee, Age Group and Program Coordinators Committee, ad hoc committees, or temporary committees whose mandates are related to the Program or to general operations.

30.2. The Directors shall establish and amend from time to time the terms of authority and operation for each committee created by them and may dissolve or merge any committees they create.

30.3. All committees commissioned by the Board shall answer to the Board.

31. Chairman of Directors' Meetings

31.1. The President shall, when present, act as chairman at all meetings of the Directors. In the absence of the President, a Vice-President shall act as chairman in the place and instead of the President and, in the absence of both the President and the Vice-Presidents, a chairman may be selected by a majority of those Directors present.

32. Secretary's Duties

The Secretary shall:

32.1. keep accurate minutes of meetings of the members and the Directors;



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- 32.2. keep a record of all members of The Association and their addresses, and if available and requested by the Directors, phone numbers, fax numbers and e-mail addresses;
 - 32.3. send all notices of meetings unless otherwise directed by the President or the Directors; and have such other duties as may from time to time be delegated by the Directors
 - 32.4. The Secretary shall have charge of all the correspondence of the Association

33. Treasurer's Duties

The Treasurer shall:

- 33.1. prepare and maintain the financial records of the Association.
- 33.2. present the financial records as are required by the Directors of the Association;
- 33.3. prepare the annual financial statements pursuant to Clause 38 contained herein as required by The Societies Act of Alberta for submission by the 31st day of July each year;
- 33.4. receive and deposit all funds of the Society in the bank designated by the Board of Directors;
- 33.5. submit all bills for approval of payment to the Board of Directors; and
- 33.6. prepare cheques in payment of accounts for signature; and
- 33.7. prepare or oversee the preparation of the necessary documentation required for application for general, operation or capital grants that may be available to the Association; and
- 33.8. on occasion, delegate duties to a staff appointed individual; and
- 33.9. perform such duties as may be required by the Directors.

34. Secretary-Treasurer's Duties

- 34.1. Where these duties are combined in one position, the duties shall consist of those listed for the Secretary and Treasurer.



35. Inspection of Books and Records

35.1. The Books and Records of the Association shall include the Minute Book and financial records of the Association and these may be inspected by any member of the Association in good standing at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary and Treasurer. Directors shall at all times have reasonable access to the books and records of the Association maintained by the Secretary or Treasurer.

36. Signing Authority

36.1. Subject to a resolution of the Directors that may establish different signing authority, the President or a Vice-President and either the Secretary or Treasurer shall have authority to execute all agreements, documents and other instruments, on behalf of the Association, except for cheques which shall require the signature of the Treasurer, or in his or her absence, the Secretary and the President or a Vice-President.

37. Fiscal Year

37.1. The fiscal year end of The Association shall be April 30th of each year.

38. Borrowing

38.1. The Association may, for the purpose of carrying out the Objectives of the Association or for capital purposes, from time to time, borrow sums of money provided that any borrowing is first approved by Sixty-five percent (65%) of the Members through a plebiscite in which at least eighty percent (80%) of the Members participate.

39. Amendment

39.1. These Bylaws may be amended from time to time by the Directors subject to ratification of the amendment by Special Resolution of the members no later than the next Annual General Meeting or Special General Meeting and subsequent registration of any amendment with the Registrar of Corporations. Any amendment shall have full force and effect at the time it has been registered with the Registrar of Corporations.

40. Remuneration

40.1. Unless otherwise authorized by resolution at any meeting of members, no Officer or Director shall receive any remuneration for his or her services. With prior approval of the Directors, any Director or Officer shall be reimbursed for any reasonable out-of-pocket costs incurred by him or her in carrying out their authorized duties.



41. Liability

It is understood that Directors and Officers assume their positions on the condition that the Director or Officer, his or her executors, administrators and assigns shall be reimbursed for any monetary loss incurred by him or her as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors and Officers unless such loss is caused by the gross negligence or willful act of the Director or Officer.

42. Winding-Up

- 42.1.** If the Association is dissolved, any funds or assets remaining after paying debts shall be paid to a registered charitable organization. The members shall select the organization by Special Resolution. In no event shall any members receive either directly or indirectly any funds or assets of the Association upon dissolution of the Association.

43. Association's Seal

- 43.1.** The Association shall not adopt a seal.

44. All Other Matters

- 44.1.** In the event that these bylaws do not adequately cover any situation or item of concern to the Executive, Directors or Members, reference shall be made to The Societies Act, which shall be the supreme authority whereby the action and activities of the Association are managed and controlled.



**SPECIAL RESOLUTION OF THE MEMBERS OF
SPRINGBANK MINOR HOCKEY ASSOCIATION
ANNUAL & SPECIAL MEMBERS MEETING**

AMENDMENT OF BYLAWS:

BE IT RESOLVED THAT:

1. The Bylaws of Springbank Minor Hockey Association be and are hereby amended as follows:

The Bylaws of the Springbank Minor Hockey Association previously filed with the Registrar of Corporations the Province of Alberta on Jun 11, 2007 are hereby rescinded and are to be replaced in their entirety by the "Bylaws of The Springbank Minor Hockey Association 2009".

The above resolution was moved, passed and is dated effective the 6 day of May, 2009.

CERTIFICATE

Pursuant to section 28 of the *Societies Act of Alberta*, as amended (the "Act"):

I, Kim BELOGLOWKA, Chairman of the Board of Directors of Springbank Minor Hockey Association, a society incorporated under the Act, hereby certify in my capacity as the Chairman of the Board of Directors of the Society and not in my personal capacity, that the Special Resolution in the form attached was passed at a Members meeting of the Society on May 6, 2009 and that the said Special Resolution is in full force and effect, unamended.

DATED at Springbank, Alberta the 6th day of MAY, 2009.


CHAIRMAN

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CHAIRMAN

SECRETARY