

BYLAWS

of the BLACKFOOT HOCKEY ASSOCIATION (the “Bylaws”)

Approved April 28, 2014

PREAMBLE

The Blackfoot Hockey Association (herein the “Association”) is an incorporated society and was founded under the Societies Act of the Province of Alberta, RSA 1980 on May 13, 1986.

DEFINITIONS

In all Bylaws of the Association unless the context otherwise specifies or requires:

- a) “Act” means the Societies Act of the Province of Alberta as amended from time to time
- b) “Annual General Meeting”, “Special General Meetings” and “General Meetings of Directors” mean the meetings required to be held in accordance with Article 5.0
- c) “Board” or “Board of Directors” means the Board of Directors which includes Officers and other duly elected Members.
- d) “Boundary” means the geographical area forming the Association as determined from time to time by the Minor Hockey Association of Calgary or a successor organization.
- e) “Director” means those Members elected to the Board under the terms of these bylaws and includes Division Coordinators, Assistant Division Coordinators and other roles as determined from time to time by the Board.
- f) “Executive” shall be composed of the Officers as herein defined.
- g) “Member” means any parent or legal guardian of a child registered to play hockey with the Association for the playing season falling within the fiscal year, however a maximum of two parents or legal guardians of any such child shall be eligible to vote at any validity constituted meeting of Members. Any Officer shall also be a Member and be eligible to vote at any validly constituted meeting of Members, however, an Officer who is also a Parent of a child registered to play hockey with the Association shall only be allowed one vote at any such Meeting.
- h) “Motion” means a resolution of the Members or the Board, as applicable, passed at a meeting of the Members or the Board, as applicable, by a majority of the Members, or the Directors, as applicable.
- i) “Officers” means individuals holding the following positions:
President
First Vice-President

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- Second Vice-President
- Secretary
- Treasurer
- Past President
- j) “Special Motion” means:
 - a. A resolution passed
 - i. At a General Meeting of the Association of which not less than twenty-one days Written Notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than 75% of Members entitled to attend and vote at the General Meeting of the Association
 - b. A resolution proposed and passed as a Special Motion at a General Meeting of the Association of which less than twenty-one days’ notice has been given, if all the Members entitled to attend and vote at the General Meeting of the Association so agree; or
 - c. A resolution consented to in writing by all Members who would have been entitled at a General Meeting of the Association to vote on the resolution in person.
- k) “Standing Policies and Procedures” are as adopted by the Board and as amended from time to time.
- l) “Written Notice” shall mean a notice posted on the Association’s website or emailed to each Member who has provided an email address to the Association.

All other capitalized terms used shall have the same meaning as is set out in the Act or elsewhere in these Bylaws, both as amended from time to time.

1.0 MEMBERSHIP

1.1

Members have the right to attend General Meetings of the Directors, Special General Meetings and the Annual General Meeting and are responsible for acting in accordance with the Bylaws and Standing Policies and Procedures of the Association, both as amended from time to time.

1.2 The Board shall have the power by a Special Motion to expel or suspend any Member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the

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Association or who willfully commits a breach of the Bylaws or Standing Policies and Procedures, both as amended from time to time, including non-payment of fees or assessments.

- 1.3 No Member shall be expelled or suspended without being notified of the reason for such expulsion or suspension in writing. The Member has the right to object to such expulsion or suspension to the Executive at a meeting called for that purpose, within thirty days of the date of such written notification. The Member must present the request for a meeting with the Executive to the President, in writing, within seven days of the date of such written notification of expulsion or suspension. The Executive has the power to uphold or to overturn such expulsion or suspension.
- 1.4 If the Executive does not overturn such expulsion or suspension, the Member may appeal the expulsion or suspension to the Members at a Special General Meeting called for that purpose. A written notice of appeal to the Members at a Special General Meeting shall be provided by the Member to the President within seven days of the decision of the Executive as set out in Section 1.3.
- 1.5 A Member may resign from the Association with a notice in writing to the Secretary.
- 1.6 No Member, in their individual capacity, is liable for a debt or liability of the Association.

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2.0 BOARD OF DIRECTORS

- 2.1 The ongoing affairs of the Association shall be conducted by the Board and the Executive, both of which shall be elected by the Members individually by Motion at each Annual General Meeting as defined herein and shall be subject to such limitations as imposed from time to time by these Bylaws.
- 2.2 Members wishing to act as Directors or Officers must give notice of such interest in writing to the Nominating Committee a minimum of seven days prior to the duly called Annual General Meeting. Only if less than twenty-four nominations are received prior to such Annual General Meeting will nominations be accepted from the floor, and any such person nominated from the floor must be present at such Annual General Meeting to accept such nomination.
- 2.3 Directors shall be elected by Motion for a one year term and the Officers forming the Executive shall be elected by Motion for a two year term.
- 2.4 The Board shall consist of the Officers as elected by Motion at an Annual General Meeting plus no more than twenty-four Members elected by Motion at each Annual General Meeting plus one representative from any validly organized Community Association (to a maximum of three such community representatives at any one time) contained in the Boundary, each such person referred to herein as a Director.
- 2.5 The Board shall use best efforts to ensure that the Objects of the Association are achieved and that these Bylaws and the Standing Policies and Procedures, both as amended from time to time, are complied with. A Director shall be removed from the Board if they miss more than three consecutive General Meetings of Directors as defined herein, without an acceptable excuse provided in writing to the President.
- 2.6 No Director shall be removed from the Board without being notified of such removal in writing. Upon receipt of such written notice, the Director has the right to object to such expulsion or suspension to the Executive at a meeting called for that purpose within thirty days of the date of such written notification. The Director must present this request to the President in writing within seven days of such notification of expulsion or suspension. The Executive may uphold or overturn such expulsion or suspension.
- 2.7 If the Executive does not overturn such expulsion or suspension, the Director may appeal the expulsion or suspension to the Members at a Special General Meeting called for that purpose. A written notice of appeal shall be provided by the Director to the President within thirty days of the meeting of the Executive

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as set out in Section 2.6.

- 2.8 A Director or Officer may resign from the Board with a notice in writing to the Secretary.
- 2.9 Vacancies on the Executive or the Board, however caused, and as long as a quorum of Directors, as set out herein, remains in office, may be filled by a Motion of the Directors at a General Meeting of Directors as defined herein.
- 2.10 If a vacancy on the Board means that a quorum of Directors, as set out herein, does not remain, the remaining Directors shall forthwith call a Special General Meeting to fill the vacancies, such that quorum, as set out herein, is met.
- 2.11 Directors shall receive no remuneration from the Association for acting in their capacity as Directors. Directors may be reimbursed for reasonable expenses, when attending a pre-approved activity on behalf of the Association upon presentation of proper receipts as accepted in the full and final discretion of the Treasurer.
- 2.12 The Standing Committees of the Board shall be:
 - a) Hockey Development Committee
 - b) Discipline Committee
 - c) Nominating Committee

The Executive shall be charged with appointing persons to each Standing Committee and to any ad hoc committee established by the Board under these Bylaws (individually the “Committee” and collectively the “Committees”). Any Member shall be eligible to be appointed to any Committee. Each Committee shall elect a Chair by a majority vote (the “Chair”).

- 2.12.1 Should a conflict of interest or a perceived conflict of interest be determined by the Chair of any such Committee, regarding any matter or issue before such Committee, the Chair, in their full and final discretion, shall require that the conflicted Member of such Committee recuse themselves from discussion and voting on such matter or issue.
- 2.12.2 The Directors may create such ad hoc committees as are required from time to time.

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3.0 DUTIES AND RESPONSIBILITIES

3.1 The duties and responsibilities of the Officers shall include, but not be restricted to the following.

3.1.1 President

- a) Shall be the principal spokesperson for all matters respecting the Association.
- b) Shall be the primary signing authority for all contracts, leases, agreements or similar documents made out in the name of the Association and shall ensure that a secondary signing authority be appointed from the Officers and shall ensure that two authorized signatures are obtained on any such agreement.
- c) Shall be the accredited representative who carries the vote(s) of the Association to the meetings of the Minor Hockey Association of Calgary or any successor organization.
- d) Shall chair all meetings of the Board, Executive and other meetings as deemed necessary for the proper functioning of the Association.
- e) Shall have a casting vote (a deciding vote made when the other votes are equally divided) at the Annual General Meeting, a General Meeting of Directors, or a Special General Meeting all as defined herein.
- f) Shall be an ex-officio member of all Committees.
- g) Shall accept other duties as assigned by the Board.

3.1.2 First Vice-President

- a) Shall act as the President in the absence of the President.
- b) Shall be responsible for coordinating half the divisions, as determined by the President.
- c) Shall oversee the appointment of coaches, managers and other team personnel for teams in those divisions.
- d) Shall consider putting their name forward to be President of the Association for the next term.
- e) Shall accept other duties as assigned by the Board.

3.1.3 Second Vice-President

- a) Shall act for the President in the absence of the President and First Vice-President.
- b) Shall be responsible for coordinating half the divisions as determined by the President.
- c) Shall oversee the appointment of coaches, managers and other team personnel for teams in those divisions.
- d) Shall consider putting their name forward to be First Vice-President of the Association for the next term.

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e) Shall accept other duties as assigned by the Board.

3.1.4 Secretary

- a) Shall record and distribute accordingly, the minutes of the meetings of the Association.
- b) Shall have charge of all correspondence of the Association.
- c) Shall issue notices of all meetings of the Members, Directors and Executive, as necessary.
- d) Shall have charge of the “Seal of the Association” which, when used, shall be authenticated by the signature of the President and the Secretary or their designates.
- e) Shall compile and maintain a register of Members in accordance with the Act and use best efforts to obtain e-mail addresses, addresses and phone numbers for all Members.
- f) Shall accept other duties as assigned by the Board.

3.1.5 Treasurer

- a) Shall receive and account for all monies paid to and disbursed by the Association.
- b) Shall be responsible for all monies in whatever financial institution the Board may order.
- c) Shall present a detailed account of receipts and disbursements to the Board at each General Meeting of Directors.
- d) Shall cause to be audited by a qualified accountant or two Members, audited financial statements of the Association, for submission to the Members at the Annual General Meeting.
- e) Shall coordinate budget preparation of the Association.
- f) Shall accept other duties as assigned by the Board.

3.1.6 Past President

- a) Shall provide continuity and advice to the Board.
- b) Shall sit on the Nominating Committee in preparation for the annual elections of the Board.
- c) Shall hold this position until a new President is elected.
- a) Shall accept other duties as assigned by the Board

3.2 The duties and responsibilities of the Committee Chairs shall include, but not be restricted to the following.

- a) Shall call and chair the meetings of the Committee.
- b) Shall be responsible to the Board for the efficient operation of the Committee.
- c) Shall orient the Committee members regarding the objectives of the Committee.
- d) Shall represent the Committee to the Board when requested.

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- e) Shall prepare the budget of the Committee for approval by the Treasurer.
- f) Shall accept other duties as assigned by the Board.

3.3 The duties and responsibilities of the Division Coordinators shall include, but not be restricted to the following.

- a) Shall supervise division of players into teams, in accordance with the Standing Policies and Procedures of the Association, as amended from time to time.
- b) Shall distribute information to coaches and managers in their division.
- c) Shall provide assistance to the tournament coordinator for Association tournaments within their division.
- d) Shall be an ex-officio member of the Discipline Committee, in proceedings affecting their division.
- e) Shall ensure smooth operation of teams within their division.
- f) Shall, in conjunction with the Hockey Development Committee:
 - Supervise evaluation of players at beginning and end of season
 - Be a member of the pre-season evaluation process.
- g) Shall accept other duties as assigned by the Board.

3.3 The duties and responsibilities of other Directors shall be as assigned by the Board from time to time.

4.0 FINANCE

- 4.1 The fiscal year of the Association shall end May 31st.
- 4.2 The most recent audited financial statements shall be presented to the Members by the Treasurer or their designate at the Annual General Meeting.
- 4.3 The Members shall appoint an independent auditor or designate two Members to complete an audit of the financial statements, for the next fiscal year at the Annual General Meeting, as recommended by the Treasurer.
- 4.4 The books and records of the Association shall be maintained by the Treasurer, are the property of the Association and shall be surrendered by the Treasurer to the Association within ten days of any request by the Board.
- 4.5 The Treasurer shall establish a General Account with a financial

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institution as determined by the Board to deal with the general financial requirements of the Association.

4.5.1 Operating accounts may be established as approved by the Treasurer. All other funds shall remain in the General Account.

4.5.2 Any two (2) of the following shall be signing authorities on the accounts and any contracts, leases and agreements of any form whatsoever that bind the Association:

- President,
- First Vice-President,
- Second Vice-President.
- Treasurer

4.6 The Board must approve all un-budgeted expenditures over \$750.00, or such amount as approved by Motion of the Board from time to time.

4.7 The Board may borrow a sum, not to exceed \$10,000.00 to carry out the Objects of the Association. The borrowing of any amount over \$10,000.00 must be approved by a Special Motion of the Members at a Special General Meeting or the Annual General Meeting.

4.8 The Members, at the Annual General Meeting, shall determine the cost of registration for the forthcoming season, after receiving a recommendation from the Executive.

4.9 Any financial matters not considered herein shall be decided by a Motion of the Board or by a Special Motion of the Members if deemed required by a Motion of the Board. Any issue of debentures shall be approved by a Special Motion of the Members.

5.0 MEETINGS

5.1 ANNUAL GENERAL MEETING

5.1.1 The Members of the Association shall meet, at the call of the President, annually in the last quarter of the fiscal year (the “Annual General Meeting”).

5.1.2 The business of the Annual General Meeting is not limited to, but shall include the following:

- a. Approval and adoption of Agenda.
- b. Approval of and adoption of the Minutes of the

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- previous Annual General Meeting.
- c. Elections of Directors and Officers.
- d. Approval of Audited Financial Statements for the most recently ended fiscal year.
- e. Appointment of Auditors for the current fiscal year.
- f. Setting of registration fees.
- g. Motion of adjournment.

5.1.3 No less than thirty days Written Notice, stating time, date and location, shall be given by the Secretary to the Members, by way of Written Notice, for the Annual General Meeting.

5.1.4 If a Special Motion is to be considered at an Annual General Meeting, a copy of the proposed Special Motion shall be distributed with the Written Notice set out in Section 5.1.3 herein.

5.1.5 No votes by proxy shall be allowed.

5.1.6 Motions arising at the Annual General Meeting shall be settled by a majority of votes of Members, except as set out in these Bylaws, as amended from time to time.

5.2 SPECIAL GENERAL MEETING

5.2.1 The President shall call a Special General Meeting of the Members:

- a) Upon the written request of not less than nine Directors
- b) Upon the written request of not less than twenty-five Members
- c) Upon the appeal of an expulsion or suspension or removal of a Member or Director.

5.2.2 No less than twenty-one days Written Notice shall be given by the Secretary to the Members, for any Special General Meeting, unless such requirement is waived by the Members as set out in these Bylaws, as amended from time to time

5.2.3 If a Special Motion is to be considered at a Special General Meeting, a copy of the proposed Special Motion shall be distributed with the Written Notice set out in Section 5.2.2 herein.

5.2.4 No votes by proxy shall be allowed.

5.2.5 Motions arising at a Special General Meeting shall be settled by a majority of votes of Members, except as otherwise set out in these

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Bylaws, as amended from time to time.

5.3 GENERAL MEETINGS OF DIRECTORS

- 5.3.1 The Board shall hold General Meetings of Directors at least four times during the fiscal year, and at other times as determined by the Executive.
- 5.3.2 At least seven days Written Notice stating time, date and location, shall be given to all Members by the Secretary, for a General Meeting of Directors, unless such requirement is waived by the Members as set out in these Bylaws, as amended from time to time.
- 5.3.3 Any Member may attend a General Meeting of Directors as an observer. Any Member may request a Motion be put on the agenda prior to approval of the agenda by the Board. Members who attend General Meetings of Directors and are not Directors do not have voting privileges at the General Meetings of Directors.
- 5.3.4 Motions arising at any General Meeting of Directors shall be settled by a majority of votes of Directors, except as set out in these Bylaws, as amended from time to time

6.0 AMENDMENTS TO BYLAWS

- 6.1 These Bylaws may be rescinded, altered or added to by the Members by passing a Special Motion at a duly constituted Special General Meeting or Annual General Meeting.

7.0 DISSOLUTION

- 7.1 In the event of a notice for dissolution of the Association, any assets remaining after paying all debts and liabilities are to be transferred to eligible charitable groups or purposes in accordance with a Motion of the Members at a Special General Meeting called for such purpose.

8.0 QUORUM

8.1 Annual General Meeting

- 8.1.1 The quorum for the Annual General Meeting shall be thirty Members who are eligible to vote.

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- 8.1.2 Should quorum not be achieved within thirty minutes of the start of such Annual General Meeting, another Annual General Meeting shall be announced by Written Notice from the Secretary to the Members, seven days from the date of the initial Annual General Meeting and the number of Members who are eligible to vote, attending such rescheduled Annual General Meeting shall be determined to be the quorum.

8.2 Special General Meeting

- 8.2.1 A quorum at a Special General Meeting shall be fifteen Members who are eligible to vote.
- 8.2.2 Should quorum not be achieved within thirty minutes of the start of such Special General Meeting, another Special General Meeting shall be announced by Written Notice from the Secretary to the Members, seven days from the date of the initial Special General Meeting and the number of Members who are eligible to vote attending such rescheduled Special General Meeting shall be determined to be the quorum.

8.3 General Meetings of Directors

- 8.3.1 A quorum at a General Meeting of Directors shall be fifty percent of validly appointed Directors.
- 8.3.2 Should quorum not be achieved within thirty minutes of the start of such General Meeting of Directors, another General Meeting of Directors shall be announced by Written Notice, seven days from the date of the initial General Meeting of Directors and the number of Directors attending such rescheduled General Meeting of Directors shall be determined to be the quorum.