

# ALMAGUIN MINOR HOCKEY ASSOCIATION



BY-LAW NO.1

Dated: March 1, 2010

Established Date to be determined

ALMAGUIN MINOR HOCKEY ASSOCIATION

CONSTITUTION AND BY-LAWS

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## ALMAGUIN MINOR HOCKEY ASSOCIATION

### BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Almaguin Minor Hockey Association.

BE IT ENACTED as a by-law of Almaguin Minor Hockey Association as follows:

#### 1. DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means Almaguin Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (b) "Board" means the Board of Directors of the Association;
- (c) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- (d) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- (e) "AMHA" Almaguin Minor Hockey Association
- (f) "Letters Patent" means the Letters Patent incorporating the Association, as may from time to time be amended by Supplementary Letters Patent;
- (g) "Members" means all classes of membership in the Association as provided for in Article 5;
- (h) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (i) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (J) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- (K) "Person" includes a body of corporate, corporation and any number or gives it to aggregate of persons.

1.2 Subject to the foregoing, all terms defined in the Corporations Act have the same meanings when used in this By-law and all other By-laws and Resolutions of the Association.

## 2. REGISTERED OFFICE AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the association shall be in the community of Sundridge, ON, (Box 999, Albert St. North) in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The association may establish such other offices within Canada as the Board may deem expedient by resolution

## 3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the community of Almaguin including:
- (a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and
  - (b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level, and
  - (c) to instil in all players, coaches, managers and members associated with the AMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play, and
  - (d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

## 4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA, Hockey Canada and the OHF

## 5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- (a) Active Membership;
  - (b) Parent/Guardian Membership;
  - (c) Honorary Lifetime Membership.

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

- 6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include all elected or appointed Directors and team officials appointed by the Board for the current season, and all registered players who are at least 18 years of age. Each member in this classification shall be entitled to one vote.

(b) Parent/Guardian Membership:

Parent/guardian members shall include all parents and or legal guardians of registered players where the registered player is under the age of eighteen years. Each Parent/guardian member of a registered player shall be entitled to vote and may attend members meetings and by invitation, meetings of the Board and of the Committees of AMHA.

(c) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members shall not be entitled to vote but may attend Members meetings and by invitation, meetings of the Board and of the Committees of AMHA.

(d) One Person – One Class of Membership

6.2 Membership List:

Subject to section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current active members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all directors; and such list of Members shall be used to determine eligibility to attend and vote at any General Meeting of the members.

6.3 Membership Year

Unless otherwise determined by the board, every membership, other than Honorary Lifetime Memberships shall commence on the first day of September in each year, and shall lapse and terminate on the 31<sup>st</sup> day if August next following the date on which such membership commenced.

6.4 Termination

(a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.

(b) Members may resign from the Association by submitting a resignation in writing addressed to the secretary of the Board who in turn notifies the appropriate division.

(c) Members in good standing shall be those admitted to membership and who have paid all required membership fees to the Association. Members whose membership fees are in arrears for a period of three months shall be suspended from membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.

(d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the discipline committee to explain or justify

their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time (one month) for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

#### 6.5 Registration Fees

Registration fees shall be established annually by the budget committee and resolved by the board. Fees for any unexpired term of membership are normally not refundable, but the budget committee may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 6.6 Right to Attend Meetings

Subject to the voting rights set forth in section 6.1, all Active Members, Parent/Guardian Members and Honorary Lifetime Members shall be entitled to notice of and attend all general Meetings of Members of the Association. To make assist in transparency of the organization, members are welcome at the Board meetings but shall know they have no standing or vote or do not have to be recognized by the Chair during the meeting. If a member would like opportunity to speak during the meeting they must request to be put on the agenda prior to the meeting. If the Board wants to discuss an item that should be in confidence, then the members shall be asked to leave and the Board goes "in Camera" and those minutes are for Board members only and separate from the regular posted minutes.

#### 6.7 Record Date

Individual's, who are Members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

### 7. MEETINGS OF THE MEMBERSHIP

#### 7.1 Annual General Meeting of Members

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

- (a) Approval of the agenda
- (b) Approval of the minutes of the previous Annual General Meeting;
- (c) Receiving reports of the activities of the Association during the preceding year;
- (d) Receiving information regarding the planned activities of the Association for the current year;
- (e) Appointment of the auditor for the ensuing year, appointment of Secretary, and appointment of OMHA Rep;
- (f) Election of the new Board of Directors of the Association;

- (g) Consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- (h) Transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary of the Board in writing on or before 6:00 p.m. on the 1st day of February, immediately preceding the March General Meeting.

#### 7.2 Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting

#### 7.3 Notice

##### (a) Annual General Meeting

Notice of the Annual General Meeting to be held within the month of March in each year, shall set out the agenda, including particulars of any other business to come before the Annual General Meeting, the time and the place of the Annual General Meeting, and such Notice shall be mailed to all members at the last known address recorded for such members in the books of the association; posted in all AMHA Arenas at least thirty (30) days prior to the date of such Annual General Meeting.

##### (b) Additional General Meetings of Members

Notice of any Additional General Meetings of members of the Association posted on the AMHA website and posted in all AMHA Arenas within at least seven (7) days prior to the date of such Additional General Meeting.

##### (c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual General Meeting or additional General Meeting of members or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

#### 7.4 Quorum

A quorum for an Annual General Meeting or Additional General Meeting of members shall be a minimum of 12 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

#### 7.5 Voting Procedures

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

secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 No Proxies

Proxies will not be permitted. Members of the Association must be present in person at Additional General Meetings and Annual General Meetings of the Association in order to exercise their voting rights in relation to matters coming before an additional General Meeting or an Annual General Meeting.

7.7 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of Members shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

## 8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be unworthy or of unsound mind;
- (iii) shall be a Member of the Association at the time of his or her election or appointment;
- (iv) shall remain a Member of the Association throughout his or her term of office.

b) Number of Directors

The affairs of the Association shall be managed by a Board, which consists of 8 elected directors and three appointees.

(c) Term of Office

- (i) The Directors shall be elected by vote to serve the term of that position.
- (ii) The term of all incumbent Directors of the association at the date of adoption of this Bylaw, shall expire and terminate following the annual general meeting prior to May 30th that follows said meeting by special resolution of the board.



(d) Change in Number of Directors

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

## 9. PROCEDURE FOR ELECTION OF DIRECTORS

### 9.1 Nominations

The election of directors shall take place at the Annual General Meeting of voting members. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board of Directors shall be available each year from the Secretary by January 31<sup>st</sup>. A nomination form must be completed by all nominees and two nominators who are members of the Association. Such completed form must be delivered to the secretary prior to the election.

### 9.2 Board Positions

The Board of Directors of the Association shall consist of the following;

- (a) President
- (b) Vice President of Travel
- (c) Vice President of House League
- (d) 8 elected Directors
- (e) 3 Appointed Positions (Secretary, Treasurer, OMHA Rep)

### 9.2 Election Procedures

- (a) The Chair of the Nominations and Elections Committee shall post in all AMHA Arenas and on the AMHA website a listing of all individuals who have been nominated for election to the Board of Directors of the Association on or before the 15th day of February in each year. Nominations may also come from the floor at the Annual General Meeting if all positions have not been filled.

### 9.3 Vacancies

Any vacancy occurring on the Board, may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Members of the Association for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

### 9.4 Termination

#### (a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting members of the association, by a resolution passed by at least 2/3 of the votes cast at a general meeting of members may remove any director before the expiration of his or her term of office, and, by a majority if the votes cast at that meeting, may elect any person in his or her stead for their remainder of his or her term.

#### (b) Removal of Director for Cause

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any director for cause before the expiration of his or her term of Office.

(c) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

(d) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

## 10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, and all applicable laws and regulations.

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

#### 10.6 Quorum

A quorum for a Board Meeting shall be six (6) Directors. No business of the Board shall be transacted in the absence of a quorum.

#### 10.7 Voting Rights

Each Director, present at a Board Meeting, not including the Chair, shall be entitled to one vote. The Chair shall have a vote in the event of a tie vote.

#### 10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

#### 10.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

#### 10.10 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- (c) After making such a declaration, the declaring Director shall not vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all

profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.11 Indemnification of Directors

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

(i) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and

(ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

(b) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

#### 10.12 Confidentiality

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

### 11. RESPONSIBILITIES OF DIRECTORS

#### 12. OFFICERS & RESPONSIBILITIES OF OFFICERS

##### 12.1 Elected/Appointed Directors:

a) The Appointed Directors shall be the OMHA Contact Person, Secretary, and Treasurer and shall be appointed during the Annual General Meeting

b) The Elected Directors shall be the President, Vice-President Travel, Vice President House League & development programs, Director of Senior House League, Director of Junior House League, Equipment Manager, Director of Registration, Director of Communications/Public Relations, Director of Fundraising, Director of Coaches and Director of Beginner/Tyke Programmes.

##### 12.2 Assistants to Officers

The Board of Directors may appoint such assistant(s) (ie. Committee Members) to Officers of the Association as the Board may determine by Resolution from time to time.

##### 12.3 Eligibility for Office:

a) The President and Vice President must have served on the Board for at least two (2) years immediately prior to election to either of these positions.

#### 12.4 Term of Office

The elected Officers shall hold Office until the March Annual General Meeting held approximately (two years) after the Officers are elected.

#### 12.5 Termination of Officers

(a) **Removal for Cause**

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Officer for cause before the expiration of his or her term of Office.

(b) **Resignation**

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

#### 12.6 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

(a) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

#### 12.7 Responsibilities of Directors

a) President:

The President shall have served on the Board as an appointed or elected member of the Board one of the last two (2) years to his nomination and shall have power to:

- i) Sign as signing officer for the Association.
- ii) Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership.
- iii) Exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) Be a non-voting Member of all committees and sub-committees of the Association (unless a deciding vote is required),
- v) Report regularly to the Board on matters of interest;
- vi) Delegate tasks as necessary.
- vii) Call board meetings as required.

b) Vice President of Travel Teams:

The Vice-President shall:

- i) Assume the duties of the President in the absence for any reason of the President;
- ii) Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) Be available to assist any Travel Coaches requiring assistance in the completion of his or her functions;
- iv) Be the primary contact between AMHA and Travel Coaches.
- v) Ensure that the Director of Travel Coach receives a copy of the Referees rulebook and OMHA Manual of Operations to distribute to coaches.

- vi) Carry out duties as assigned by the Board, the Executive Committee or the President;
- vii) Shall attend All Board meetings.
- viii) Provide By-Laws and Manual of Operations to all Travel Coaches.
- ix) Shall have the authority to enforce the rules, regulations and guidelines established by AMHA.
- x) Shall oversee all travel tournaments held by AMHA.
- xi) Shall have the authority to enforce the rules, regulations and guidelines established by the AMHA.
- xii) Shall hold a required meeting of all members and Parent/Guardians to review Rules and Regulations and make sure proper procedures are clear in the event of a dispute or issue arising.

c) Vice President of House League and Development Programme:

The Vice-President shall:

- i) Shall guide the Directors of the Junior and Senior House Leagues and the Beginner and Tyke Programmes and shall ensure that the committee under those directors are operational.
- ii) Shall attend all Board meetings.
- iii) To assume any other duties as delegated by the President.
- iv) To provide all By-laws and Team rules and regulations to all House Leagues in the AMHA.
- v) Shall co-chair any tournaments.
- vi) Shall assume the duties of the President in the absences of the President, and the Vice President of Travel.
- vii) Shall have the authority to enforce the rules, regulations and guidelines established by the AMHA.
- viii) Shall hold a required meeting of all members and Parent/Guardians to review Rules and Regulations and make sure proper procedures are clear in the event of a dispute or issue arising

d) Treasurer:

The Treasurer shall:

- i) Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) Prepare a budget audit at the end of each year to be reviewed by the board and posted for the membership to review.
- iv) Evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) Chair the Budget Committee;
- vi) Carry out duties assigned by the Board, the Executive Committee or the President.
- vii) Shall keep a record of all monies received and disbursed, shall deposit monies in a bank or trust company.
- viii) Shall pay all accounts by cheque signed by himself and the President or Secretary.
- ix) Shall maintain an updated account of all AMHA assets.
- x) Ensure that all necessary and appropriate insurance has been purchased;
- v) Shall be responsible for the insurance and claims between the OMHA and AMHA
- vi) Co- Chair the Registration Committee;

e) Secretary:

The Secretary shall:

- i) Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.
- vii) Maintain the membership list referred to in Section 6.2;
- viii) Carry out duties as assigned by the Board, the Executive Committee or the President.
- ix) Provide copies of last minutes and agenda for meetings. Forward copy of approved minutes to the Webmaster for posting for member review.

f) Past President:

The Past President shall:

- i) Chair the Nominations and Elections Committee;
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) other duties as assigned by the Board, Executive Committee, or the President.

g) Director of Beginner and Tyke Development Programmes:

- i) Prepare and report to the Board on all Development programme operations;
- ii) Shall have the authority to enforce the rule, regulations and guidelines set out in the Manual of Operations, established by AMHA and affiliated leagues at the Beginner /Tyke level.
- iii) Appoint all hockey convenors;
- iv) Carry out other duties as assigned by the Board, Executive Committee, or the President.
- iv) Shall attend all board meetings.
- v) Assist in Preparing all practise schedules for respective divisions.
- vi) To call meetings of divisional coaches when necessary, and report back to the Board.

h) Director of Junior House League:

- i) Prepare and report to the Board on all house league operations;
- ii) Shall have the authority to enforce the rule, regulations and guidelines set out in the Manual of Operations, established by AMHA and affiliated leagues at the House League level.
- iii) Appoint all house league hockey convenors;
- iv) Carry out other duties as assigned by the Board, Executive Committee, or the President.
- v) Shall attend all board meetings

- vi) Prepare all league game and practise schedules for respective divisions.
- vii) To call meetings of divisional coaches and report back to the Board.
- viii) Assist in the selection of coaches, managers and trainers for the House League in their area and shall recommend the dismissal of coaches, managers and trainers deemed to be incompetent.
- ix) To assist in the registration, then after registration to be responsible for late registration in their league.
- x) To oversee the movement of players from house league to travel and other leagues or teams, such as select teams.
- xi) Required to ensure the collection of ALL equipment property of AMHA on the last day of season.
- xii) Shall meet with the equipment manager to arrange/suggest the purchase of equipment for the upcoming season pending board approval.

h) Director of Senior House League:

- i) Prepare and report to the Board on all house league operations;
- ii) Shall have the authority to enforce the rule, regulations and guidelines set out in the Manual of Operations, established by AMHA and affiliated leagues at the House League level.
- iii) Appoint all house league hockey convenors;
- iv) Carry out other duties as assigned by the Board, Executive Committee, or the President.
- v) Shall attend all board meetings.
- vi) Prepare all league game and practise schedules for respective divisions.
- vii) To call meetings of divisional coaches and report back to the Board.
- viii) Assist in the selection of coaches, managers and trainers for the House League in their area and shall recommend the dismissal of coaches, managers and trainers deemed to be incompetent.
- ix) To assist in the registration, then after registration to be responsible for late registration in their league.
- x) To oversee the movement of players from house league to travel and other leagues or teams, such as select teams.
- xi) Required to ensure the collection of ALL equipment property of AMHA on the last day of season.
- xii) Shall meet with the equipment manager to arrange/suggest the purchase of equipment for the upcoming season pending board approval.

j) Referee In Chief

The Referee In Chief shall:

- i) Ensure there are enough referees in place to officiate all games;
- ii) Liaison with the Technical Director and Budget Committee to estimate fees for the upcoming year;
- iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
- iv) Recruit, train, monitor and evaluate performance of referees;
- v) Schedule referees maintaining accurate records for payment;
- vi) Carry out other duties as assigned by the Board, Executive Committee, or the President.

k) Director of Coaches, Development and Education:

The Director of Development and Education shall:



- i) For purposes of establishing, implementing and evaluating on ice and off ice technical development programs liaise with the Vice Presidents of House League and the Vice President of Travel;
- ii) Recruit and train volunteers to perform the functions required for technical development;
- iii) Liaison with the OMHA concerning the coach mentor program;
- iv) Carry out other duties as assigned by the Board, Executive Committee, or the President.
- v) Shall provide a yearly budget for training and development needs for the season.
- vi) Prior to the start of each season shall be responsible for the recruiting qualified instructors for AMHA power skating and goalie training programs, for both travel and house leagues. Prior to the program starting present the candidates to the AMHA board for approval.
- vii) Shall chair monthly Travel Coaches meetings
- viii) Shall sit on the Harassment and Abuse Committee.

l) OMHA Contact Person:

The OMHA Contact Person shall:

- i) Shall be the liaison between the Ontario Hockey Federation and its Branches and Almaguin Minor Hockey Association.
- ii) Shall work closely with all Vice Presidents and Directors.
- iii) Term of office will be from June 1 to May 30<sup>th</sup> of each year.
- iv) Shall support the registrar in obtaining and processing all player registration and team rosters.
- v) Shall attend all League Meetings, which Almaguin Minor Hockey Association are involved, or appoint a representative on his behalf.
- vi) Shall attend all Board meetings.
- vii) Shall keep the board up to date on all branch information.
- viii) Will meet with the Vice President of Travel and the Vice President's of House League and the Ice Manager at the beginning of the season to assign ice time for the year's programs and recommend to the board their recommendations for approval.
- ix) Shall cancel or reschedule ice time allotments during travel team playoffs, and inform the Ice Manager of all changes.

m) Ice Manager:

The Ice Manager shall:

- i) Work with the Municipalities ( Burk's Falls, Sundridge, South River) to secure the required ice allocations for season ice.
- ii) To book all meeting room requirements for the upcoming season for AMHA.
- iii) Shall keep accurate records on all ice allotments used between both house league and travel, and submit cost associated to the separation of ice to AMHA treasurer.
- iv) Shall maintain correspondence between local municipality recreation offices and AMHA.
- v) Shall take part in all ice negotiations between AMHA and the municipalities.
- vi) Shall attend all board meeting and travel meetings when required.

n) Equipment Manager:

The Equipment Manager shall:

- i) Shall work closely will all directors and Vice Presidents of AMHA.
- ii) Shall recommend equipment needs to the board for approval based on quality and cost.
- iii) Any expenditure over Two Hundred Dollars (\$200.00) must have board approval prior to the purchase.  
Advise the Association of equipment inventory, arrange handling, storage,
- iv) repairing and cleaning of equipment, plus necessary insurance.
- v) Shall form a purchasing committee that consists of: Vice Presidents, Treasurer and Equipment Manager.
- vi) Shall attend all board meetings

o) Communication, Marketing, and Human Relations Director:

The Communication and Human Relations Director shall:

- i) To make all necessary press releases as instructed by the AMHA Board.
- ii) To maintain and update the AMHA web site and relay all information to the board and general membership in a timely fashion. (or work closely with appointed webmaster)
- iii) Shall be responsible for securing and distribution of any and all material received from the OHF and it's branch organizations.
- iv) To attend all board meetings.

p) Director of Fundraising:

The Fundraising Director shall:

- i) Shall be in charge of all fund raising activities that the board appoint them to supervise.
- ii) Shall report monthly on the activities of all fund raising events for AMHA to the board.
- iii) Shall procure all licenses required all fund raising activities as approved by the board.
- iv) Shall attend all board meetings.
- v) Shall chair the fund raising committee.

### 13. COMMITTEES OF THE BOARD

#### 13.1 Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) House League Hockey Operations Committee;
- c) Representative Hockey Operations Committee;
- d) Budget Committee;
- e) Nominations and Elections Committee;

- f) Ice Scheduling Committee;
- g) Purchasing and Equipment Committee;
- h) Registration Committee;
- i) Fundraising Committee;
- j) Banquet/Picture Committee;
- k) Recruitment Committee;
- l) Disciplinary Committee;
- m) Sponsorship Committee;
- n) Appeals Committee;
- o) Policies and Procedures Committee.

13.2 Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

13.3 Executive Committee:

a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President, the Secretary, the Treasurer, the Past President and the Risk Management Director and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

b) The Executive Committee shall:

- i) During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
- ii) Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- iii) Present a report regarding the activities of the Executive Committee to the Board;
- iv) Submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
- v) Recommend policy to the Board regarding management and administrative issues related to the Association;
- vi) Deal with any other matters assigned to it by the Board or by the President.

13.13 Standing Committee Procedure

(a) Standing Committees:

Shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, Hockey Canada, and, if applicable, any other hockey organizations with which Association teams are participating.

(b) Meetings:

Each Standing Committee shall meet at the call of the Chair.

(c) Notice:

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

(d) Quorum:

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

(e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

(f) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

(g) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

#### 13.14 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad Hoc committees of the Association.

### 14. EXECUTION OF DOCUMENTS

#### 14.1 Execution of Documents:

- (a) The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.
- (b) All cheques, drafts or orders for the payment of money and all notes acceptances and bills of exchange shall be signed by any two of the president, secretary and or treasure.

#### 14.2 Books and Records:

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

## 15. FINANCIAL YEAR

- 15.1 The financial year of the Association shall terminate on the 31st day of May in each year.

## 16. BANKING ARRANGEMENTS

### 16.1 Banking Resolution:

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

- (a) Operate the accounts of the Association with a bank or a trust company;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) Issue receipts for and orders relating to any property of the Association;
- (d) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.
- (e) Execute any agreement relating to any banking business and defining the rights and power of the parties thereto.

### 16.2 Deposit of Securities

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

## 17. BORROWING BY THE ASSOCIATION

### 17.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

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

the Association.

17.2 Borrowing Resolution:

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

18. NOTICE

18.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

18.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

18.3 Method of Giving Notice:

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

19. PASSING AND AMENDING BY-LAWS

19.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

19.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

19.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.

(c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

(d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.

(e) All members in good standing shall have access to any proposed amendments to the By-laws, fifteen (15) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

## 20. REPEAL OF PRIOR BY-LAWS

### 20.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution & Bylaws" of the Association are hereby repealed.

### 20.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## 21. RULES OF PROCEDURE

21.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

## 22. EFFECTIVE DATE

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

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at (Sundridge, Strong, Jolly Arena) in the Village of Sundridge, Ontario, and at which a quorum was present on the (First day of March).

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary