

GRANDE PRAIRIE MINOR HOCKEY ASSOCIATION



June 1, 2017

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Grande Prairie Minor Hockey Association

1. INTERPRETATION

1.1. Headings

The insertion of headings is for convenience of reference only and shall not affect the construction or interpretation hereof.

1.2. Terms

The terms "Bylaws," "hereof," "herein," "hereunder," and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws.

1.3. Singular, Plural, Gender

Words importing the singular number include the plural and vice versa, and words importing the use of any gender include all genders.

1.4. Person

"Person" and other references to "persons" include any individual, firm, company, corporation, unincorporated body of persons or association.

1.5. In Writing

"In writing" or "written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including but not limited to email, teletypes (fax), telex or telegraph.

1.6. Notice

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

1.7. Definitions

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

"Act" means the Societies Act of Alberta, RSA of Alberta, 2000, Chapter S-14, as amended from time to time.

"Annual General Meeting" means the General Meeting of the Members held annually in accordance with the provisions of the Act as provided for in Section 8.5.

"Active Member" means a parent/guardian (hereinafter referred to parent) that has been admitted as a member of the Association, as further defined in Section 4.1.

"Associate Member" has the meaning given to it in Section 4.2.

"Association" means the "Grande Prairie Minor Hockey Association."

"Board" means the Board of Directors of Grande Prairie Minor Hockey Association.

"Bylaws" means the Bylaws of the Association, as amended from time to time.

"Director(s)" means a person that has been elected or appointed as a Director of the Association.

"Discipline Committee" means a committee comprised of three Executive members as further defined in Section 4.8.3.6.

"Executive" means the Board of Directors of the Association.

"Executive Director" means the Executive Director of the Association appointed by the Board from time to time.

"Fall General Meeting" means the General Meeting as further defined in section 8.6.

"Financial Statements" means the financial statements of the Association prepared in accordance with generally accepted accounting principles established by the Canadian Institute of Chartered Accountants or its successor organizations from time to time, consistently applied.

"General Meeting" means a meeting of the Members.

"Hockey Alberta" means the Alberta Amateur Hockey Association and represents the supreme authority concerning amateur hockey in the Province of Alberta, subject to the right of appeal to Hockey Canada.

"Hockey Canada" means the governing body for amateur hockey in Canada and is a member of the International Ice Hockey Federation.

"Hockey Team" or "Team" shall have the meaning given to it in the Regulations of Hockey Alberta as amended from time to time.

"Honorary Member" has the meaning given to it in Section 4.3.

"Initiation Program" means the Hockey Canada Initiation Program Curriculum of Initiation Hockey.

"League" shall have that meaning given to it by Hockey Canada from time to time.

"Member" means an Active, Associate or Honorary member as in Section 4.0.

"Officer(s)" means an officer of the Association as provided for in Section 11.0.

"Ordinary Resolution" means a resolution passed at a General Meeting or Director's Meeting by a vote of not less than 50% of those persons present plus one (1).

"Parent" means a parent or legal guardian of a player.

"Player" or "Hockey Player" means a person registered with the Association and is on a Hockey Team.

"Policy and Procedures Manual" means the document consisting of the policies and procedures of the Association as enacted and amended by the Board from time to time.

"PPM" means the Policy and Procedures Manual of the Association.

"President" means the President of the Association.

"Rules" means the rules of the game of ice hockey as enacted by Hockey Canada and as amended from time to time.

"Secretary" means the Secretary of the Association.

“Special Executive Meeting” means a meeting of the Executive as referred to in Section 10.11.5.

“Special General Meeting” means a meeting of the Members as referred to in Section 8.7.

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the Members entitled to vote as are present in person at a meeting of Members of which Notice specifying the intent to propose a resolution as a Special Resolution has been duly given.

“Vice President” means any one of the Vice President Recreation, Vice President Fundamentals, Vice President Development or Vice President Female of the Association.

2. NAME

This organization shall be known as the Grande Prairie Minor Hockey Association operating under the name of Grande Prairie Minor Hockey Association. (The Association)

3. NON-PROFIT ORGANIZATION

The Association is constituted as and shall be operated exclusively as a non-profit organization, no part of the income of which is payable to, or is otherwise available for, the personal benefit of any past or present Member. The Association is not a charitable organization as defined under the Income Tax Act of Canada.

4. MEMBERSHIP

4.1. Active Membership

4.1.1. Any parent of registered player(s) in the Association shall be an Active Member provided the parent is so identified on the Annual Registration form(s) for the player(s).

4.1.2. An Active member shall be deemed to be in good standing when the current Annual Registration fee to the Association for the above registered player(s) has been paid in full.

4.1.3. Every Active Member shall be bound by the Bylaws and the PPM of the Association.

4.1.4. Every Active Member in good standing shall have the right to attend and vote at all General Meetings.

4.1.5. Every Active Membership shall be deemed to expire June 30.

4.2. Associate Membership

4.2.1. Any non-parent volunteer who holds the position of Coach, Assistant Coach, Trainer, Manager, Commissioner, Director or other such volunteer position as may be designated by the Executive during the current season shall be an Associate Member.

4.2.2. Every Associate Member shall be bound by the Bylaws and the PPM of the Association. Unless the Executive specifies otherwise, each Associate Member shall be considered to be in good standing.

4.2.3. Every Associate Member in good standing has the right to attend and vote at all General Meetings

4.2.4. Every Associate Membership shall be deemed to expire June 30.

4.3. Honorary Membership

4.3.1. Honorary Membership in the Association may be granted by Executive motion following a nomination to any individual who has made an outstanding contribution to the welfare, wellbeing and/or reputation of the Association.

4.3.2. Such nomination shall be made in writing to the Secretary of the Association by March 31.

4.3.3. Every Honorary Member shall be bound by the Bylaws and the PPM of the Association.

4.3.4. Every Honorary Member has the right to attend but not vote at all General Meetings.

4.3.5. Honorary Memberships shall be for life.

4.4. Membership Fees

4.4.1. Association Membership fees, dues, and player registration fees shall be determined by the Executive and the rationale for such determination shall be reported to the membership at the Annual General Meeting.

4.4.2. Team Fees and budgets for individual teams shall be determined by the Members on those teams, and the teams through the appropriate Vice President shall present their proposed fees and budgets to the Executive for approval by October 31.

4.5. Rights of Members

4.5.1. All Members shall be entitled to such information and advice with record to the affairs of the Association as the Association or any of its officers may be able to supply; subject to privacy legislation.

4.5.2. No right or privilege of any Member shall be in any way transferable or transmissible.

4.5.3. All such rights and privileges shall expire when the Member ceases to be a Member for any reason.

4.5.4. All Members in good standing shall receive notice of all General Meetings in the form designated in the PPM.

4.5.5. All Active and Associate Members in good standing and present in person shall have one (1) vote at all General Meetings.

4.6. Powers of Members

4.6.1. The Members may by Special Resolution at a duly called General Meeting rescind, alter, add to or vary these Bylaws.

4.6.2. The Members shall elect the Directors at the Annual General Meeting.

4.6.3. The Members shall appoint the Auditor at the Fall General Meeting.

4.7. Responsibilities of Members: Each Member shall:

4.7.1. Ensure that the Association has correct contact information in the form as detailed in the PPM.

4.7.2. Follow all Association, Hockey Alberta and Hockey Canada requirements.

4.7.3. Inform the Association when no longer eligible to be a Member for reasons other than the annual expiration of Membership.

- 4.7.4. Commit to obey, abide with and be bound by the Bylaws and PPM of the Association.
- 4.7.5. Agree that the Bylaws and PPM of the Association are to be interpreted by the Executive subject only to the rights of appeal as provided for by the Bylaws of the Association.
- 4.7.6. Declare any conflict of interest and refrain from discussion and voting on such issues at General Meetings.

4.8. Withdrawal, Suspension or Expulsion of Member and/or Player

4.8.1. Voluntary Withdrawal

- 4.8.1.1. Any Member who wishes to withdraw from the Association shall so signify in writing to the Secretary and upon such notice being presented at an Executive meeting, his/her name shall be removed from the Register of Members and he/she shall be deemed to have withdrawn, effective the date of the notice.

4.8.2. Temporary Suspension by President

- 4.8.2.1. The President shall have the right, without notice, to temporarily suspend any Member or Player for any violation of the Bylaws or PPM of the Association, or whose conduct shall have been determined by the Executive to be improper, unbecoming or likely to endanger the interest or reputation of the Association. or that of Hockey Alberta, or Hockey Canada Bylaws, Regulations and Rules.
- 4.8.2.2. Such Member or Player shall have all rights of membership in the Association suspended until the matter has been dealt with by the Executive as provided below.

4.8.3. Suspension of Member by Executive

- 4.8.3.1. Within seventy-two (72) hours (excluding any part of Sunday and of a holiday as defined in the *Interpretation Act*) of the Temporary Suspension of a Member or Player, the President shall advise the Suspended Member or Player verbally, by telephone, in writing, or by email of the Suspension, and the duration of such suspension. In the case of a player, Notice shall also be provided to the parents as identified on the Registration form. In all cases, written Notice of Suspension must be provided to the suspended party.
- 4.8.3.2. Within seventy-two (72) hours (excluding any part of a Sunday, and of a holiday as defined in the *Interpretation Act*) of the Temporary Suspension, the President must inform the remaining Members of the Executive that a Member or Player has been so suspended by email.
- 4.8.3.3. Within seventy-two (72) hours (excluding any part of a Sunday and of a holiday as defined in the *Interpretation Act*) from the notification above to the Suspended Member or Player, that Member or Player may request a hearing by the Executive regarding the suspension.
- 4.8.3.4. Such request must be submitted in writing, or email to the Office of the Association and to the Secretary of the Association.
- 4.8.3.5. Notwithstanding paragraph 4.8.3.3 above, the President may refer the matter to the Executive for a hearing within 72 hours of the notice of suspension.
- 4.8.3.6. Any hearing shall be conducted in front of a Discipline Committee consisting of three (3) Members of the Executive who shall have the power to ratify the suspension, dismiss the suspension, increase the suspension or recommend to the Executive that the Member or Player be expelled from the Association.
- 4.8.3.7. Any hearing shall be held within seven (7) days of either the request by the suspended party or the referral by the President.
- 4.8.3.8. Within seventy-two (72) hours (excluding any part of Sunday and of a holiday as defined in the *Interpretation Act*) of the hearing above (4.8.3.7) a suspended Member or Player may appeal any decision of the Discipline Committee to the President who may then either uphold the Suspension or refer the matter to the Executive as a whole.
- 4.8.3.9. All suspensions shall remain in effect pending any hearing or appeal process.

4.9. Expulsion of a Member

- 4.9.1. The Executive shall have the power by a 2/3 majority vote to expel any Member or Player who wilfully commits a breach of the Bylaws or PPM of the Association) or whose conduct shall have been determined by the Executive to be improper, unbecoming or likely to endanger the interest or reputation of the Association.
- 4.9.2. The Executive can initiate Expulsion proceedings against a Member or Player at any time, regardless of whether the President or Executive has suspended the Member or Player.
- 4.9.3. No Member or Player shall be expelled without:
 - 4.9.3.1. Being notified of the charge or complaint against him/her in writing within seventy two (72) hours of the decision by the Executive to initiate expulsion proceedings. Each member subject to expulsion shall be notified by telephone, e-mail or in person that the written Notice is available at the Association Office.
 - 4.9.3.2. Having been given the opportunity to be heard by the Executive at a hearing specifically called for that purpose, the said Member or Player and all the Executive shall be given not less than seven (7) days' and not more than fourteen (14) days' Notice of the date and location at which such hearing will be held at which all parties can attend.
 - 4.9.3.3. One extension of the hearing shall be permitted.
 - 4.9.3.4. If the Member or Player does not attend pursuant to that Notice, the Executive shall proceed with the hearing, and the member or Player shall be subject to the ruling made thereat, with no further rights of appeal within the Association.
 - 4.9.3.5. Any Member or Player commencing legal action against the Association before exhausting all appeal processes shall be a suspended Member or Player.

5. DISCIPLINARY MATTERS

- 5.1. Any Member or Player may be disciplined for a transgression of the Bylaws, or PPM.
- 5.2. The Executive may, for each Disciplinary matter, appoint a Discipline Committee as defined in paragraph 4.8.3.6. above to:

- 5.2.1. Consider transgression(s), implement sanctions or measures, if found necessary, and prepare a written decision, in any event.
- 5.2.2. The written decision shall include the alleged Rule transgressed, the evidence considered and the decision made by the Discipline Committee. This information cannot be delivered via electronic means.
- 5.2.3. Unless mandatory disciplinary sanctions are prescribed in the Bylaws and PPM, all disciplinary sanctions shall be at the sole discretion of the Executive.
- 5.2.4. Where mandatory disciplinary sanctions are prescribed by the Rules or Hockey Alberta Regulations, the Executive shall enforce and implement such mandatory disciplinary sanctions.
- 5.2.5. All Members and Players shall cooperate with the Discipline Committee in any disciplinary investigations.
- 5.2.6. Any decision of the Executive shall be a decision of the Association for the purposes of the Appeal to the Hockey Alberta Appeals Officer.
- 5.2.7. Any member, who is subject to a decision of the Executive, may appeal that decision, within the time prescribed by the Bylaws and Regulations of Hockey Alberta, to the Hockey Alberta Appeals Officer.

6. GRIEVANCES

- 6.1. Any member who has been affected by any action or omission of the Association or any Member acting on behalf of the Association, other than Disciplinary Matters, may file a written grievance with the Secretary within fourteen (14) days of the Member's reasonable knowledge of the act or omission.
- 6.2. Such grievance shall be either delivered or emailed to the Association's Office and the Secretary.
- 6.3. The Executive shall consider the written grievance and render a written decision about the grievance within fourteen (14) days of receipt of the written grievance. The written decision shall include a copy of the written grievance, what evidence was considered, and the ultimate decision.
- 6.4. All determinations under this Bylaw made by the Executive shall be determined in accordance with the Bylaws and PPM. The Executive shall use reasonable discretion in relation to considering each grievance.
- 6.5. Any decision of the Executive under this Bylaw shall be a decision of the Association for the purposes of Appeal to the Hockey Alberta Appeals Officer.
- 6.6. Any member who is subject to a decision under this Bylaw of the Executive may appeal that decision, within the time prescribed by the Bylaws and Regulations of Hockey Alberta, to the Hockey Alberta Appeals Officer.

7. BOUNDARIES

- 7.1. The Boundaries of the Association shall be in accordance with the Hockey Alberta Regulations being:
 - 7.1.1. "North Boundary" - Highway 43 (township Road 722) From Bear Lake east to the Smoky River
 - 7.1.2. "South Boundary" - Wapiti River from Range Road 71 east to the confluence with the Smoky River
 - 7.1.3. "East Boundary" - Smoky River from the confluence with the Wapiti River north to Highway 43
 - 7.1.4. "West Boundary" - Range Rd. 71 from Bear Lake South to the Wapiti River
- 7.2. Boundaries may only be altered, amended or added to by Special Resolution of the Members of the Association and in alliance and by mutual consent with neighbouring Associations and based on the boundary principles as approved by Hockey Alberta. No rescission or alteration of or addition to the Boundaries shall take effect until it has been approved by Hockey Alberta.

8. GENERAL MEETINGS

- 8.1. Notice of Meetings
 - 8.1.1. At least twenty-one (21) days before every General Meeting, notice thereof specifying the place, the day and the hour of the meeting and, the general nature of any special business, shall be given to the Members.
 - 8.1.2. Notice shall be deemed provided by newspaper advertisement, posting on Association Website, and by email to the membership, and any other method as set out in the Policies and Procedures Manual.
 - 8.1.3. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.
 - 8.1.4. Non-members may attend a general meeting by permission of the President. Non-members have no voting privileges and shall not take the floor.
- 8.2. Quorum
 - 8.2.1. At any General Meeting a Quorum shall consist of a minimum of twenty (20) Active and Associate Members in good standing.
 - 8.2.2. If within an hour from the time appointed for the General Meeting, a Quorum is not present, the General Meeting shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for that meeting, the Active and Associate Members then present shall be a Quorum.
- 8.3. Chair
 - 8.3.1. If neither the President nor a Vice President be present at the time of holding a General Meeting, or if they be not present within half an hour from the time appointed for the Meeting, the Active and Associate Members present shall choose one of their number to be Chair of such meeting.
 - 8.3.2. The President, may with the approval of those Members present at the Meeting, appoint another person to fulfil the duties of Chair for all or part of the Meeting.
 - 8.3.3. The Chair may, with the consent of those Members present at the Meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business unfinished at the meeting from which the adjournment took place.

- 8.4. Voting procedures
- 8.4.1. At every General Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by at least five (5) Active or Associate Members personally present. A declaration by the Chair that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor or against any such resolution. If a poll be demanded in the manner above mentioned, it shall be taken at such time and place and in such manner as the Chair may direct, and the result of such poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 8.4.2. Every Active or Associate Member in good standing shall have one vote and all votes shall be given personally. In the case of an equality of votes at any General Meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chair shall determine the same, and such determination made in good faith shall be final and conclusive.
- 8.4.3. Each Active or Associate Member in good standing present at meetings shall be entitled to vote unless the Member has a conflict of interest.
- 8.4.4. All elections of Members of the Executive shall be conducted using secret ballot.
- 8.5. Annual General Meetings
- 8.5.1. The Annual General Meeting of the Association shall be held once in each calendar year by May 31. The Annual General Meeting shall be held within the boundaries of the Association, in the Province of Alberta, at such time and place as the Executive shall appoint.
- 8.5.2. Information packages containing a draft agenda, draft minutes of preceding meeting, draft officers' reports, draft financial statements and a list of nominees for positions to be filled, shall be available on the Association's website at least 7 days before the Annual General Meeting or available as hard copies at the Association's Office during normal business hours.
- 8.5.3. At every Annual General Meeting, in addition to any other business that may be transacted, the following business shall be concluded:
- 8.5.3.1. Call to order by Chair
- 8.5.3.2. Determination of Quorum
- 8.5.3.3. Proof of Notice of Meeting
- 8.5.3.4. Presentation and Approval of Unapproved Minutes
- 8.5.3.5. Reports of Executive
- 8.5.3.6. President's Report
- 8.5.3.7. Financial Report
- 8.5.3.8. Reports of Committees
- 8.5.3.9. Election of Directors
- 8.5.3.10. Unfinished Business
- 8.5.3.11. New Business, and
- 8.5.3.12. Adjournment.
- 8.6. Fall General Meeting
- 8.6.1. The Fall General Meeting shall be held once in every calendar year by October 31 for the purposes of reporting to the Members. The Fall General Meeting shall be held within the boundaries of the Association, in the Province of Alberta, at such time as the Executive shall appoint.
- 8.6.2. The Association at the Fall General Meeting shall appoint the auditor or auditors to serve until the next Fall General Meeting and his/her or their appointment, remuneration, rights and duties shall be regulated by the Societies Act.
- 8.6.3. Information packages containing a draft agenda, draft minutes of preceding meeting, draft officers' reports, and Financial Statements shall be available on the Association's website at least 7 days before the Fall General Meeting or available as hard copies at the Association's Office during normal business hours.
- 8.6.4. At every Fall General Meeting the following business shall be conducted:
- 8.6.4.1. Call to Order by Chair
- 8.6.4.2. Determination of Quorum
- 8.6.4.3. Proof of Notice of Meeting
- 8.6.4.4. Presentation and Approval of Unapproved Minutes
- 8.6.4.5. Director's Reports
- 8.6.4.6. Presentation of Financial Statements
- 8.6.4.7. Appointment of Accountant
- 8.7. Adjournment.
- Special General Meeting
- 8.7.1. All General Meetings other than Annual General Meetings and Fall General Meetings shall be called Special General Meetings.
- 8.7.2. The Executive, by majority vote of those present at a regular meeting of the Executive, may convene a Special General Meeting.
- 8.7.3. Ten (10) Active and/or Associate Members by notice in writing to the President may direct the Executive to convene a Special General Meeting.
- 8.7.4. All Special General Meetings will require the same Notice as the Annual General Meeting.

9. AMENDMENTS TO BYLAWS, AND POLICIES AND PROCEDURES MANUAL

- 9.1. Bylaws of the Association:
- 9.1.1. The Bylaws of the Association shall not be altered, amended or added to except by Special Resolution of the Members of the Association and no rescission or alteration of or addition to the Bylaws takes effect until it has been registered by the Registrar, as defined in the Societies Act.
- 9.1.2. The current Bylaws shall be posted on the Association's website and available in hard copy at the office of the association.
- 9.2. Policies and Procedures Manual
- 9.2.1. The Policies and Procedures of the Association may be altered, amended or added to at any regularly scheduled Board Meeting.
- 9.2.2. The Policies and Procedures shall be posted on the Association's website and available in hard copy at the office of the association.
- 9.2.3. Any changes to the Policy and Procedures of the Association shall be posted and announced on the Association's website in a timely fashion. The change(s) shall be clearly defined.

10. DIRECTORS

10.1. Qualifications

- 10.1.1. A Director must be a Member of the Association or reside within the boundaries of the Association.
- 10.1.2. A Director must be an individual.
- 10.1.3. A Director must have reached the full age of eighteen (18) years of age.
- 10.1.4. A Director must not have the status of bankrupt.

10.2. Nominations

- 10.2.1. A nomination committee consisting of three Members of the Executive shall be formed to consider names of possible candidates for Director Positions and to prepare a list for the Annual General Meeting.
- 10.2.2. Nominations from the floor will be accepted.
- 10.2.3. A nominee must be either an Active Member or Associate Member of the Association.
- 10.2.4. All Nominees must either be present at the Annual General Meeting or must provide written consent.
- 10.2.5. Notwithstanding paragraph 10.2.1 above, each Active or Associate Member in good standing shall have the privilege of nominating a representative for each elected office of the Association.

10.3. Positions

- 10.3.1. Directors shall be elected by the Members at the Annual General Meeting for a term of two (2) years.

10.3.2. The number of Director Positions shall be as follows:

- 10.3.2.1. President
- 10.3.2.2. Past President
- 10.3.2.3. Vice President Recreation
- 10.3.2.4. Vice President Fundamentals
- 10.3.2.5. Vice President Female
- 10.3.2.6. Vice President Development
- 10.3.2.7. Treasurer
- 10.3.2.8. Secretary
- 10.3.2.9. Equipment Director
- 10.3.2.10. Game and Conduct Director
- 10.3.2.11. Director at Large
- 10.3.2.12. Director of Marketing/Sponsorship
- 10.3.2.13. Director at Large
- 10.3.2.14. Director at Large
- 10.3.2.15. Director at Large
- 10.3.2.16. Director at Large
- 10.3.2.17. Director at Large

10.3.3. The term of one half the Directors shall expire each year. In odd years,

- 10.3.3.1. President
- 10.3.3.2. Vice President Female
- 10.3.3.3. Secretary
- 10.3.3.4. Treasurer
- 10.3.3.5. Game and Conduct Director
- 10.3.3.6. Director of Marketing/Sponsorship, and
- 10.3.3.7. Three Directors at Large shall be elected for a two year term.
- 10.3.3.8. Vice President Recreation

10.3.4. In even years,

- 10.3.4.1. Vice President Fundamentals
- 10.3.4.2. Vice President Development
- 10.3.4.3. Equipment Director,
- 10.3.4.4. Three Directors at Large shall be elected for a two year term.

10.3.5. No Director shall receive remuneration for so acting.

10.3.6. The Executive shall be responsible for conducting the business and administration of the Association.

10.3.7. The Executive shall have complete control of all minor hockey activities including minor hockey teams, minor hockey team officials, referees, and all other members of the Association and shall be empowered to carry out policies and make such rules as are required.

10.3.8. The signing officers for the Association shall be any two (2) of the President, Vice President(s), Secretary and/or Treasurer, and/or the Executive Director.

10.4. Specific Duties of the Executive

10.4.1. The President shall:

- 10.4.1.1. Preside over all Executive, General, and Special meetings of the Association and all Association functions, or may delegate authority to a director if absent or unable to act.
- 10.4.1.2. In the event that the president is unable to delegate this authority, the Executive shall appoint authority.
- 10.4.1.3. Ensure all members of the Executive perform their duties in adherence to the Bylaws and the PPM of the Association.
- 10.4.1.4. Serve as the main spokesperson for the Association.
- 10.4.1.5. Serve as a signing officer of the Association.

- 10.4.1.6. Exercise the powers of the Executive in case of emergency.
- 10.4.1.7. Suspend Members, teams, officials, or players as outlined in Article 4.8.3.
- 10.4.1.8. Not vote on any question unless all Members are equally divided in which case the President shall cast the deciding vote for either General or Executive Meetings.
- 10.4.1.9. Sit as an ex-officio voting member on all Association committees, whether Standing or Ad Hoc.
- 10.4.1.10. Serve as «Past President» after presiding.

10.4.2. The Past President shall:

- 10.4.2.1. Act in any capacity as may be required by the Executive or the President from time to time.

10.4.3. The Vice President Development shall:

- 10.4.3.1. Supervise all Development Association teams together with all matters related thereto and to report at all Executive and General Meetings.
- 10.4.3.2. May serve as a Signing Officer of the Association.
- 10.4.3.3. Monitor Financial Statements for all teams under jurisdiction.

10.4.4. The Vice President Female shall:

- 10.4.4.1. Supervise all Female Association teams, together with matters related thereto and to report at all Executive and General Meetings.
- 10.4.4.2. May serve as a Signing Officer of the Association.
- 10.4.4.3. Monitor Financial Statements for all teams under jurisdiction.

10.4.5. The Vice President (↔) Recreation shall:

- 10.4.5.1. Supervise all Association teams known as Recreation for, Bantam and Midget Non-Body Checking, Pee Wee and Atom together with all matters related thereto and to report at all Executive Meetings.
- 10.4.5.2. May serve as a Signing Officer of the Association.
- 10.4.5.3. Monitor financial affairs for all teams under jurisdiction.

10.4.6. The Vice President Fundamental shall:

- 10.4.6.1. Supervise all Association teams known as Fundamental for Novice, Initiation and Tom Thumb, together with all matters related thereto and to report at all Executive Meetings.
- 10.4.6.2. May serve as a Signing Officer of the Association.
- 10.4.6.3. Monitor financial affairs for all teams under jurisdiction

10.4.7. The Secretary and/or Treasurer shall:

- 10.4.7.1. Perform all general secretarial duties, attend, record, prepare and maintain a record of all minutes and correspondence of all Executive, Special, or General Meetings as designated by the President.
- 10.4.7.2. Serve as a Signing Officer of the Association.
- 10.4.7.3. Ensure that adequate notice is provided for all meetings, and minutes of all meeting prepared and to the Association Office within five business days of a meeting.
- 10.4.7.4. Ensure the Society Annual Return is filed with Corporate Registries including amendments of the Bylaws as approved at General Meetings.
- 10.4.7.5. Ensure all Executive receive the current copy of the Bylaws and PPM.
- 10.4.7.6. Present monthly revenue and expenditure statements for review at monthly Executive Meetings.
- 10.4.7.7. Review all team, committee, and subsidiary organization budgets for compliance with the PPM and recommend to the Executive for approval.
- 10.4.7.8. Monitor all team, committee, and subsidiary organization financial reporting for compliance with PPM and report any deficiencies to the Executive.

10.4.8. The Technical Director shall:

- 10.4.8.1. Monitor development of players and coaches within the Association.
- 10.4.8.2. Develop and design hockey development program following the Hockey Canada Model.
- 10.4.8.3. Assist with Head Coach Selection.
- 10.4.8.4. Assist Vice Presidents upon request with design and implementation of evaluation/tryout process.

10.4.9. The Director of Marketing / Sponsorship shall:

- 10.4.9.1. Serve as liaison with team and Association sponsors.
- 10.4.9.2. Coordinate timely correspondence to all sponsors through the Association office, including team photos.
- 10.4.9.3. Present individual team fundraising proposals to the Executive for approval.
- 10.4.9.4. Coordinate individual team fundraising events and monitor to ensure all rules and regulations are followed.
- 10.4.9.5. Ensure proper gaming licences are obtained and that reports to the provincial gaming commission are completed and submitted in a timely fashion.
- 10.4.9.6. Communicate with Members in seeking new and innovative fundraising initiatives.

10.4.10. The Equipment Director shall:

- 10.4.10.1. Conduct all administrative duties regarding equipment supplied to teams.
- 10.4.10.2. Coordinate distribution of equipment to teams at the beginning of the season.
- 10.4.10.3. Coordinate returns of equipment from teams at the end of the season.
- 10.4.10.4. Maintain inventory of all equipment.
- 10.4.10.5. Coordinate repairs and maintenance of all equipment.
- 10.4.10.6. Present to Executive all equipment purchase requisitions for approval.

10.4.11. The Game and Conduct Director shall:

- 10.4.11.1. Coordinate education of all Members and Players in matters of Game and Conduct.
- 10.4.11.2. Investigate complaints regarding Code of Conduct as referred by the Executive.
- 10.4.11.3. Document all investigated complaints and to provide recommendations to the Executive or Discipline Committee.
- 10.4.11.4. Document all incidents requiring disciplinary action taken against members or players.
- 10.4.11.5. Oversee Safety and Risk Management for the Association.
- 10.4.11.6. Liaise with Hockey Alberta Game and Conduct Management.

10.4.12. The Director(s) at Large shall:

- 10.4.12.1. Discharge duties as determined by the Executive on an ongoing basis, but which may include the management of any special projects and programs.
- 10.4.12.2. Serve as a replacement for any other Member of the Executive, with the exception of the President in the event of their inability to act.

10.5. Appointment of Director to Fill Vacancy

- 10.5.1. The Directors shall have power to appoint any other Member to be a Director to fill a vacancy occurring other than one transpiring as the result of the expiration of a Director's term of office, but so that the total number of Elected Directors shall not at any time exceed the number prescribed by the Bylaws as may be amended from time to time.
- 10.5.2. Any Directors so appointed shall only hold office until the next Annual General Meeting and then shall be eligible for re-election for the same position.
- 10.5.3. The continuing Directors may act notwithstanding any vacancy in their body.

10.6. Removal of Director

- 10.6.1. The Active and Associate Members in attendance at a Special General Meeting may, by Special Resolution, remove any Director before the expiration of term of office, and may by Ordinary Resolution appoint another person in his/her stead. The person so appointed shall hold office until the next Annual General Meeting.
- 10.6.2. The Executive may, by a two thirds majority, remove a director for failing to carry out his/her duties or for willfully breaching the bylaws or the PPM of the association.
- 10.6.3. A Director who has three (3) consecutive unexcused absences from Executive meetings shall be deemed to have failed to carry out his/her duties.
- 10.6.4. The office of a Director shall be vacated if:
 - 10.6.4.1. By appropriate notice he/she resigns his/her office;
 - 10.6.4.2. He/she be convicted of an indictable offence;
 - 10.6.4.3. He/she is removed from office by the Members in a Special General Meeting specially called for the purpose;
 - 10.6.4.4. He/she is removed from office by the Executive;
 - 10.6.4.5. He/she files for Bankruptcy protection.

10.7. Expiration of term

At the Annual General Meeting at which any Directors retire in manner aforesaid, the Active Members shall fill the vacated offices by electing new Directors.

10.8. Resignation of Director

- 10.8.1. A Director may resign from his position upon giving notice in writing to the Secretary. Any resignation delivered to Association Office shall be considered to have been received by the Secretary.
- 10.8.2. The Directors may accept such resignation and in such event, the resignation shall take effect upon such acceptance by the Directors.
- 10.8.3. The continuing Directors may act notwithstanding any vacancy in their body, so long as there remains a quorum of the Board of Directors qualified to act per article 10.10.

10.9. Powers of Directors

- 10.9.1. The Directors shall control and manage all the affairs and property of the Association and may exercise all such powers of the Association and do so on behalf of the Association.
- 10.9.2. Notwithstanding the foregoing provisions of these Bylaws, the Association in a General Meeting may by Ordinary Resolution:
 - 10.9.2.1. Do anything which the Directors may do.
 - 10.9.2.2. Ratify anything which purports to have been done as an act of the Directors.
 - 10.9.2.3. Govern or restrict the manner in which the Directors are to exercise their powers, so long as this is not done retroactively.

10.10. Quorum:

- 10.10.1. For the transaction of business, a meeting of a majority of active Directors will constitute quorum.

10.11. Board Protocol

- 10.11.1. Questions arising at any meeting shall be decided by a majority of votes. In the event of a tie, the Chairman of the meeting shall be entitled to a cast a deciding vote.
- 10.11.2. Meetings shall be held at a minimum of once every month at a regularly scheduled day and time. Such schedule shall be posted on the website and at the Office of the Association. No other notice shall be required for regular meetings.

- 10.11.3. The first Executive Meeting after the Annual General Meeting shall be held within 10 days and at this meeting the Meeting Schedule from 10.11.2 above shall be approved.
- 10.11.4. Special Meetings of the Directors shall be summoned by the Secretary at the request of the President, and failing him, at the request of one of the Vice Presidents, or any two Directors
- 10.11.5. A Special Meeting of the Directors may be held at any time the Directors may deem necessary and expedient, and may be summoned on forty-eight (48) hours' notice verbally and in writing or via email. Confirmation of receipt of notice must be attained from each director.
- 10.11.6. Meetings of the Board may be held at the head office of Grande Prairie Minor Hockey Association, or at any other place within Alberta as determined by the Board from time to time.
- 10.11.7. Directors may participate in a meeting of the Board by means of conference telephone or any other communications equipment by means of which all persons participating in the meeting can hear each other, and a Director participating in a meeting pursuant to this subsection shall be deemed by the purpose of these Bylaws to be present in person at the meeting.
- 10.11.8. All matters involving confidential matters shall only be dealt with at in person or via teleconference meetings.
- 10.11.9. Voting via email may be conducted only for time sensitive matters which do not require discussion, with unanimous consent to such vote.

10.12. Indemnity and Protection of Directors

- 10.12.1. Each and every Director shall be deemed to have assumed office on the express condition that every Director, his heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses whatsoever, which such Director sustains or incurs in any action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him in the execution of the duties of his office and also costs, charges and expenses which he may sustain or incur in relation to the affairs of the Association except such costs, charges and expenses as are occasioned by his own fraud, dishonesty, willful neglect or default.
- 10.12.2. The Association shall ensure that appropriate coverage for Directors and Officers Liability Insurance is in effect.
- 10.12.3. No Director of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on his part or for any other loss, damage or misfortune which may happen in the exercise of his respective duties or trust or in relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 10.12.4. All resolutions and proceedings of all General Meetings and all meetings of the Directors; and any such Minutes as aforesaid if purporting to be signed by the Chairman of the meeting at which such appointments were made or such Directors were present, or such resolutions were passed or proceedings had, as the case may be, or by the Chairman of the next succeeding General Meeting or meeting of the Directors, as the case may be shall be sufficient evidence without any further proof of the facts therein stated.

11. OFFICERS

- 11.1. The Officers of the Association shall consist of the Directors of the GPMHA.
- 11.2. No Officer shall receive remuneration for so acting.

12. EXECUTIVE DIRECTOR

- 12.1. The Association may employ an Executive Director whose remuneration shall be set by the Executive. The Executive Director shall report directly to the President and shall, but not limited to:
 - 12.1.1. Serve as business and office manager of the Association.
 - 12.1.2. Act as a Liaison between the Association and Hockey Alberta.
 - 12.1.3. Coordinate registration process and maintain records.
 - 12.1.4. Serve as a signing officer of the Association.
 - 12.1.5. Assist the Secretary and/or Treasurer in performance of duties.
 - 12.1.6. Attend and report to all Executive Meetings.

13. COMMITTEES

- 13.1. The Board shall have the power to create and appoint Standing committees as required. Such committees must be appointed annually. The membership of such committees shall not be restricted to Members or Directors.
- 13.2. The Board shall have the power to create and appoint Ad Hoc committees as required to carry out special functions. The membership of such committees shall not be restricted to Members or Directors.

14. SUBSIDIARY ORGANIZATIONS

The Association may organize and operate subsidiary organizations in order to carry out specific activities subject to the following conditions. Specifically each Subsidiary Organization shall:

- 14.1. Comply with the Bylaws and PPM of the Association.
- 14.2. Incorporate under the Societies Act or other appropriate legislation.
- 14.3. Include parents of players as Voting Members.
- 14.4. Comply with all requirements of the Societies Act, Hockey Alberta, and Hockey Canada.
- 14.5. Operate with a Memorandum of Understanding with the Association.
- 14.6. Hold its Annual General Meeting within six weeks of the date of the last tryout weekend, but in any case be held no later than October 31st.
- 14.7. Send a delegate to report at least quarterly to an Executive Meeting of the Association.
- 14.8. Present annually to the Executive of the Association for its approval a budget together with all fundraising activities by October 1.
- 14.9. Have its financial statements consolidated with the financial statements of the Association and reported separately at the Annual and Fall General Meeting of the Association.
- 14.12. Elect its Board at the Annual General Meeting of that subsidiary organization. Board positions shall be open to the public and be for maximum two (2) year terms.
- 14.13. Have its Board consist of the following:
 - 14.13.1. President
 - 14.13.2. Past President
 - 14.13.3. Vice President
 - 14.13.4. Secretary
 - 14.13.5. Treasurer
 - 14.13.6. Director at Large minimum of three (3)
 - 14.13.7. Directors appointed by the Board of Directors for maximum two year terms, provided that the total number of appointed Directors shall be two less than the total number of elected Directors.

15. REGISTERED OFFICE

The Registered Office of the Association may be established or changed from time to time by Ordinary Resolution of the Executive and filed with Corporate Registries.

16. BORROWING POWERS

For the purpose of carrying out the objects of the Association, the Executive may borrow, provided that the borrowings shall be approved by Special Resolution of the Association at a General Meeting.

17. BOOKS OF THE ASSOCIATION

- 17.1. The Directors shall cause a record to be maintained of the decisions and proceedings of the Members and the Executive in the form of Minutes and will maintain such Minutes together with its financial statements, auditors' reports and other books and records at the office of the Association to be made in books provided including:
 - 17.1.1. All appointments of the Directors;
 - 17.1.2. The names of the Directors present at every meeting of the Directors; and
 - 17.1.3. The Secretary shall keep or cause to be kept a book or books wherein shall be recorded:
 - 17.1.3.1. A copy of the Bylaws and of any amendments thereto;
 - 17.1.3.2. The Register of Members;
 - 17.1.3.3. The names, addresses and occupations of all persons who are or have been Directors with the several dates at which each became or ceased to be such Director.
- 17.2. The books, accounts, and records of the Association shall be open to inspection by Members at all reasonable times in accordance with the Freedom of Information and Protection of Privacy Act and the Association's Privacy Policy. Seven days written notice shall be required.

18. ACCOUNTS

- 18.1. The Directors shall cause true accounts to be kept of:
 - 18.1.1. All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place.
 - 18.1.2. All sales and purchases of goods by the Association.
 - 18.1.3. The assets, liabilities, and equities of the Association.
 - 18.1.4. All teams, committees, and subsidiary organizations maintaining separate accounting records shall present these records to be included in the monthly and annual Financial Statements of the Association.
- 18.2. The Annual Financial Statements shall be available on the website not be less than seven (7) days before the date of the Fall General Meeting.

19. REVIEW OF FINANCIAL STATEMENTS

- 19.1. The financial statements of the Association and subsidiary organizations shall be reviewed annually by an Accountant appointed by the Members each year at the Fall General Meeting.
- 19.2. The Accountant shall report to the Members at the Fall General Meeting regarding the financial statements of the Association in accordance with Canadian Auditing Standards, as updated from time to time.

19.3 The Accountant shall have access at all times to all records, documents, books, accounts and vouchers of the Association and is entitled to require from the Directors or Officers such information and explanations as may be necessary for the performance of his duties as Accountant.

20. FISCAL YEAR

The fiscal year of the Association shall commence on the first day of May and end on the 30th day of April of the following year.

21. SEAL

21.1 The Executive may adopt a corporate seal which shall be kept by the Executive Director at the office of the Association.

21.2 The Executive shall determine the appropriate use of the corporate seal from time to time.

22. GENERAL

22.1. The Association adopts the Hockey Canada "Initiation Program" and that the pre-novice hockey (under the age of 7 years old) be called "Initiation".

22.2. All on ice and bench personnel shall be properly certified in accordance with Hockey Alberta and Hockey Canada.

23. RULES OF ORDER

The official rules of order for the transaction of business at all meetings shall be Roberts Rules of Order. In those instances where Roberts Rules of Order conflicts with the Bylaws of the Association, the Bylaws shall take precedence.

24. DISSOLUTION

Upon the dissolution of the Association, and after payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to a charitable or non-profit organization or organizations, the objects of which are beneficial to the community.