

AMENDED BYLAWS OF MCKNIGHT HOCKEY

Name

1. The name of the Society is McKnight Hockey Association (referred to in these bylaws as "McKnight Hockey").

Affiliation

2. McKnight Hockey will be a member of Hockey Calgary and will comply with all rules, regulations and policies of Hockey Calgary, Hockey Alberta and the Hockey Canada.

Membership

3. The membership of McKnight Hockey will consist of all community associations and other properly constituted organizations within the boundaries of McKnight Hockey in the City of Calgary; which:
 - (a) are organized, at least in part to provide access to the minor hockey program of Hockey Calgary;
 - (b) have paid their dues and accounts with McKnight Hockey; and
 - (c) have complied with any other conditions established for membership from time to time by the board of directors of McKnight Hockey (the "Board").
4. Members of McKnight Hockey (herein also referred to as "members") will contribute their hockey players and enough ice for the number of hockey players they have to the McKnight Hockey program, as determined by the Board, and delegate the operation of a combined hockey program within the minor hockey program established by Hockey Calgary from time to time for the benefit for all members.
5. All members will pay the prescribed fees set by the Board for their players to be eligible to play in the annual McKnight Hockey program. Failure to pay within the prescribed time will provide grounds for temporary suspension of membership and of their player's eligibility to participate in the program effective upon notice of the arrears. If the arrears are not paid promptly following notice from the Board, the Board may by resolution make the suspension indefinite.
6. The Board will maintain a list of current members together with an address for notice for each member.
7. Members may resign by written notice to the Board. The effective date of resignation will be the date on which, the notice is received by the Board
8. The Board may expel or suspend any members from membership and/or any of their players from participating in the annual McKnight Hockey program if:
 - (a) the conduct of the member of any of their players, is determined by the Board,

in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of McKnight Hockey; or

- (b) the member or any of their players willfully commits a breach of the bylaws or the policies, rules or regulations of McKnight Hockey that are in effect from time to time.
9. A member will remain liable for payment of any dues, fees or amounts levied or which become payable by it to McKnight Hockey prior to the effective date of their resignation. Any member who resigns or is expelled from McKnight Hockey will forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Board, the member who has been expelled or suspended or whose player has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time.
10. Each member will provide the board with a mailing address for notice and, if available and requested by the Board, a telephone number, a fax number and email address, if any. If fax numbers or email addresses are available and provided to the Board, they may be used for the purposes of notice required to be given to members pursuant to these bylaws. Each member will be responsible for informing the Board of any change of mailing address, phone number, fax number or email address that occurs while a member is in good standing. For the purposes of giving notice to a member, the last information on the books and records of McKnight Hockey will be the address to which notice must be sent. If notice is sent by mail, fax or email, it will be considered received when the member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail.

All Meetings of Members

11. The members of McKnight Hockey will hold a meeting of its members, referred to herein as the Annual General Meeting or AGM on or before June 30 in each year for the purposes of;
- (a) electing the Board and the Officers of McKnight Hockey;
 - (b) presenting the financial statements to the members; and
 - (c) presenting the report of the Board.
12. The members may meet at any other time, if a meeting of members is called by the President, the Board or by written request of any 2 members, addressed to the President. A written request of the members to hold a meeting will contain the reasons for calling such a meeting. At such a meeting the members may consider and vote on any matters that properly come before them. All meetings other than the Annual General Meeting will be referred to herein as a Special Meeting or Special

Meetings.

13. All Annual General Meetings and Special Meetings of members will require at least eight days prior notice of the meeting to the members. Such notice will specify the date, time and place of the meeting and contain sufficient information for the members to make an informed decision with respect to the proposed resolution and will be sent to the members pursuant to the provisions of the paragraph above. If the meeting is called by the President or the Board, then the notice of meeting will be prepared and sent by the Board. If the meeting is called by the members, then the notice will be prepared by the members calling the meeting and sent by the Board. The members must provide the Board with the notice prepared by them at least five (5) clear days prior to the last day for giving notice to the members.
14. All decisions of the members will be made by resolution passed by a majority of votes cast at a meeting of members or, if a Special Resolution is required, by a three quarters majority of the votes cast at a meeting of members. Voting will be by a show of hands unless in the circumstances the Chairman of the meeting determines that it is appropriate to use secret ballots or if any of the voting delegates present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot. Each member is entitled to have up to 5 delegates attend and vote at a meeting of members on their behalf. Each delegate will have one vote which must be exercised in person at a duly called meeting of members. A delegate may not vote by proxy. Each member will, if asked by any other member or by the Board to provide proof of the authorization of the delegates attending any meeting to attend and vote on behalf of the member. The Board will have absolute discretion to determine the form of authorization and what evidence of it will suffice for the purposes of this paragraph.
15. A quorum for the Annual General Meeting and all Special Meetings will be 2 members in good standing.
16. No error or omission in giving notice of any meeting or any adjourned meeting of members, whether annual, general or special, will invalidate such meeting or make void any proceedings or decisions made by the members at such meeting; unless such error or omission was caused by the willful or grossly negligent conduct of the Board or Officers or any one of them. A member may at any time waive notice of a meeting by consent or by participation in the meeting.

Board and Officers

17. The Board will consist of the Past President, and three individuals from each member community who have been elected pursuant to these bylaws. The Past President will be a non-voting member of the Board. Four (4) of the Board members will hold the offices of President, Vice President, Secretary and Treasurer (the "Officers").
18. Two (2) members, other than the named officers, will be elected for the purpose of

auditing the annual financial statements prepared by the Treasurer. If one or both of these are unable to audit the financial statements as required, the Board may appoint two members to take the place of the elected members who are unable to do the audit.

19. The Board, or a nominating committee appointed by them, will submit a full slate of directors to be elected at the Annual Meeting. The slate will include the selection of the Board, or the nominating committee, for the positions of President, Vice President, Secretary and Treasurer. This slate will be given to the members with notice of the Annual Meeting. All individuals whose names appear on the slate must have provided their consent to stand for election.
20. At any time up to the time of the commencement of the Annual General Meeting, any member may nominate any other individual, with that member's consent, to stand for election to the Board or for any one of the four offices to be filled. Nominations may not be made at the meeting.
21. If there are no nominees other than the slate provided by the Board, or the nominating committee, the slate will be declared elected at the meeting. If there are more nominations than positions and an election is required, the individual standing for President, Vice President, Secretary and Treasurer who receives the most votes for their respective position will be elected to those positions. The remaining Board members will be comprised of those individuals who have stood for election and received the most votes, other than the individuals who have been elected as Officers.
22. The members of the Board, including the Officers, elected pursuant to these bylaws will take office, and the prior Board, including the prior Officers will cease to hold office, commencing at the close of the Annual General Meeting.
23. Each member of the Board will serve a term of one year and will be eligible for re-election for successive or subsequent years.
24. Any vacancy in the Board during a year may be filled by resolution of the majority of the remaining Board, keeping in mind where possible to maintain three representatives from each member community. An individual appointed by the Board to fill a vacancy will serve only until the next Annual General Meeting, and may be removed as a Director at any time by resolution of the members. A Director or Officer may be removed by the vote of a majority of the Board at a duly called Director's meeting where the Director or Officer in question will not have a vote.
25. Notwithstanding anything contained in these Bylaws, the **SMHC Association** shall have the right, but not the obligation to nominate an additional two (2) Directors to the Board for the 2015-2016 and the 2016-2017 fiscal years of the Society (the "SMHC Directors").

26. Upon ratification by the Members of a Special Resolution allowing for the same, the SMHC Directors shall be appointed by a resolution of a majority of the existing Directors and shall take office in accordance with section 22 above.
27. All applicable provisions of these Bylaws that pertain to Directors shall apply to the SMHC Directors, excluding the provisions for re-election in section 23 which shall only apply to the SMHC Directors during the 2015-2016 and 2016-2017 fiscal years.
28. Meeting of the Board may be held at any time upon four (4) days prior notice of the meeting. All decisions of the Board will be made by resolution passed by a majority of those present and voting at a meeting of the Board.
29. A quorum for any meeting of Board will be a majority of the Board.
30. Any Director will fully disclose any conflict of interest and will not be eligible to vote on any resolution of the Board that is related to the conflict of interest. For the purposes of this provision, the President may determine whether a conflict of interest exists, and if the matter involves a conflict for the President, then the matter may be determined by the Vice-President or a majority vote of the remaining Board. Any decision involving an immediate family member of a Director will be deemed to be a conflict of interest.
31. Any Director may participate in meetings of the Board by telephone.
32. A resolution of the Board signed by all of the board in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Board.

Authority

33. The Board will manage the business and affairs of McKnight Hockey subject to these bylaws and any direction provided by resolution of the members.
34. The President will, when present, act as chairman at all meetings of McKnight Hockey and of the Board. In the absence of the President, the Vice-President will act as chairman in the place and stead of the President and, in the absence of both, a chairman maybe selected by a majority of those present.
35. The Board may delegate any of their authority to a committee or individual except its authority to:
 - (a) borrow money;
 - (b) expel or indefinitely suspend a member or any member's player; or
 - (c) fill a vacancy on the Board.

36. The Secretary will:
- (a) keep accurate minutes of meetings of the members and the Board;
 - (b) keep a record of all members of McKnight Hockey and their addresses, and if available and requested by the Board, phone numbers, fax numbers and e-mail addresses;
 - (c) send all notices of meetings unless otherwise directed by the President or the Board; and
 - (d) have such other duties as may from time to time be delegated by the Board.
37. Unless otherwise designated by the Board, the Secretary will keep the corporate seal for McKnight Hockey.
38. The Treasurer will:
- (a) collect and receive all fees and assessments and other monies to which McKnight Hockey may from time to time be entitled and deposit such money into the bank account or accounts established for the use of McKnight Hockey;
 - (b) be responsible for seeing that proper books and records of all of McKnight Hockey accounts and transactions are maintained;
 - (c) present a full detailed account of receipts and disbursements to the Board whenever requested and will prepare for submission to the Annual General meeting, financial statements audited by the two members who have been elected for that purpose, or, if required by resolution of the members, audited by a duly qualified independent accountant or accounting firm; and
 - (d) have such other duties as may from time to time be delegated by the Board.
39. The books and records of McKnight Hockey may be inspected by any member of McKnight Hockey at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.
40. Board will at all times have reasonable access to the books and records of McKnight Hockey maintained by the Secretary or Treasurer.
41. The President or Vice-President and either the Secretary or Treasurer will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of McKnight Hockey, on behalf of McKnight Hockey, except for cheques which will require the signature of the Treasurer, or in his or her absence, the Secretary and the President or Vice- President.

Fiscal Year

42. The fiscal year end of McKnight Hockey will be determined by resolution of the members from time to time.

Borrowing

43. The Board may borrow money in such manner and for such purpose as it thinks fit, subject to prior approval of the members by Special Resolution.

Amendment

44. The bylaws may be amended at any time by the Board subject to ratification of the amendment by Special Resolution of the members no later than the next Annual General Meeting of the members and subsequent registration of any amendment with the Registrar of Corporations. Any amendment will have full force and effect at the time it has been registered with the Registrar of Corporations.

Remuneration

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

Liability

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

Rules and Regulations

47. The Board may from time to time make and amend such rules and regulations as they consider appropriate for the governance or regulation of the activities of McKnight Hockey, its members, the children of members or any of its volunteers, including but not limited to its coaches, provided such rules and regulations are not inconsistent with these bylaws.

Winding-Up

48. If McKnight Hockey is dissolved, any funds or assets remaining after paying debts shall be are paid to a registered charitable organization. The members will select the

organization by-Special Resolution. In no event do any members receive any funds or assets of McKnight Hockey.

DATED June ____, 2015.

SIGNED in the presence of:

Witness Signature

Print Name

Address

DAVID GUEBERT
Outgoing President

Address

SIGNED in the presence of:

Witness Signature

Print Name

Address

LESLIE GOODWIN
Incoming President

Address

