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# GENERAL BYLAWS

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**I. BY-LAW 1 – NAME OF ASSOCIATION & JURISDICTION**

- A. The name of this Association is the COCHRANE MINOR HOCKEY ASSOCIATION (the “Association”).
- B. The Association is the governing body for minor hockey in the Jurisdiction dictated by the Hockey Alberta boundary map. The Association’s Objectives, these By-Laws and the Regulations and Operating Policy document as may be amended, from time to time, are for the specific purposes of governing minor hockey within the Jurisdiction as well as all Members under the Jurisdiction, and all interpretations of same, together with all questions or disputes thereof, shall be referred to the Board of Directors.

**II. BY-LAW 2 – INTERPRETATION**

- A. In these Bylaws, unless the context otherwise requires, words in the singular may mean the plural and the masculine gender shall also mean feminine gender, and vice versa, and references to persons may include firms and corporations.
- B. These Bylaws shall conform and comply with the Bylaws, Rules and Regulations as set forth by Hockey Alberta (HA) and Hockey Canada (HC).
- C. These Bylaws must be interpreted broadly and generously.

**III. BY-LAW 3 – MEMBERSHIP**

- A. Membership (The “Member”, “Members”, or “Membership”) of the Association shall be determined by the following:
  - i. Any parent or legal guardian of a minor child, which minor child resides and participates in minor hockey within the Jurisdiction, who has paid the necessary registration fees as determined by the Board of Directors;
  - ii. Any minor hockey player residing within the Jurisdiction, sixteen (16) years or older, who is not responsible to a parent or legal guardian and who has paid the necessary registration fees as determined, from time to time, by the Board of Directors; or
  - iii. Any person who is so elected/appointed by either the Board of Directors or the Membership (as hereinafter defined) in recognition of a particular or special contribution he can or has offered the Association to better carry out its ideals and objectives; provided, however, that:
    - a. Such election/appointment may be for a limited time or an extended period of time and may be terminated at any time by a majority vote of the Board of Directors;
    - b. Such person shall not be liable to pay any registration fees; and
    - c. Such person shall have full voting privileges.
  - iv. Any Member wishing to voluntarily withdraw from the Membership may do so upon written notice to the Board of Directors through its Administration Office; provided, however, that any refund of registration fees, if applicable, upon such withdrawal, shall be paid by the Association in accordance with the Regulations and Operating Policy (as hereinafter defined), as the case may be.

- v. If any Member is in arrears for registration fees for any year, such Member or the minor child of such Member, as the case may be, shall be prohibited from participating in minor hockey at the onset of the following season, and such minor child and/or Member shall, thereafter, not be entitled to any membership privileges or powers in the Association until reinstated by a favorable majority vote passed by the Board of Directors.
- vi. All Members are subject to the Association's Objectives, these By-Laws, the Regulations and Operating Policy as the case may be, and the operating rules, regulations, and policies of Hockey Alberta all as amended, from time to time; any Member who fails to conduct himself in accordance therewith or who does not otherwise remain in good standing may be expelled or suspended by the Board of Directors at any time during the minor hockey season and shall, thereafter, not be entitled to any membership privileges or powers in the Association until reinstated by a favorable majority vote passed by the Board of Directors.
- vii. The Board of Directors has the right to ban any resigned, suspended or terminated Member from any Association functions, including meetings, games, practices or associated gatherings.
- viii. A Member can be suspended or terminated for any time period deemed appropriate by the Board of Directors.
- ix. The Board of Directors will set the annual membership fees and dues as determined on an annual basis and may amend, from time to time, as deemed necessary.
- x. Membership is not transfer able.

**IV. BY-LAW 4 – ASSOCIATION POSITIONS: BOARD OF DIRECTORS, COORDINATORS, ADMINISTRATIVE STAFF**

**A. The Board of Directors (The "Board") consists of the following positions:**

- i. President
- ii. Secretary
- iii. Past President
- iv. Vice President, Administration (VP Admin), who oversees:
  - a. Director, Finance
  - b. Director, Special Projects
  - c. Director, High Performance
  - d. Director, Diversity & Inclusion
- v. Vice President, Rockies Hockey League (VP RHL), who oversees:
  - a. Director, Intro to Hockey (U7/U9)
  - b. RHL Director, U11 & U13
  - c. RHL Director, U15 & U18
- vi. Vice President, Operations (VP Ops), who oversees:
  - a. Director, CAHL
  - b. Director, Coach
  - c. Director, Goalie
  - d. Director, Female
  - e. Director, Player Development & Safety

**B. Coordinators, under the various Directors, consist of the following positions, but not limited to:**

- i. Coordinator, Ways & Means (under Director, Finance)

- ii. Coordinator, Communications (under Director, Special Projects)
  - iii. Coordinator, Equipment (under Director, Special Projects)
  - iv. Coordinator, U7 (under Director, Intro to Hockey)
  - v. Coordinator, U9 (under Director, Intro to Hockey)
  - vi. Coordinator, U11 (under RHL Director, U11 & U13)
  - vii. Coordinator, U13 (under RHL Director, U11 & U13)
  - viii. Coordinator, U15 (under RHL Director, U15 & U18)
  - ix. Coordinator, U18 (under RHL Director, U15 & U18)
- C. Administrative Staff positions will be decided by the Board of Directors, based on the needs of the Association, but may include, but are not limited to:
- i. Administrator/Bookkeeper
  - ii. Operations Coordinator
  - iii. Operations Assistant
- D. The Board of Directors of the Association shall have full control and management of the affairs of the Association within the confines of the Association's Objectives and these By-Laws and in accordance with any directions given to it by majority vote at any meeting of the Membership of the Association property called and constituted.
- E. Each member of the board of directors shall be elected or appointed to hold office for two (2) years. At that time, the incumbent may be nominated, and be elected to hold office for another term.
- F. Any Member elected/appointed a Director becomes a Director if he were present at the meeting when being elected/appointed and if he did not refuse such election/appointment; provided, however, that such Member may also become a Director if he were not present at the meeting but consented, in writing, prior to the election/appointment to act as a Director.
- G. Should any vacancy occur on the Board of Directors during the year, the Board of Directors shall be empowered to appoint a Member to fill the position for the balance of the term. A vacancy shall occur upon:
- i. Written notification of resignation by a Director;
  - ii. A Director's failure to attend three (3) consecutive meetings of the Board of Directors without due cause; or
  - iii. A favorable majority vote of all of the Directors to remove any Director from his duties as a Director for any cause which the Board of Directors may deem reasonable.
- H. The Directors shall, as may be required, serve on committees, such committees to be determined by the Board of Directors, from time to time, to develop ideas and proposed projects and to implement the same upon the approval of the Board of Directors.
- I. All Board of Directors are elected positions with full voting rights and expected to attend regular Board of Director meetings.
- J. All Directors must sign and present to The Secretary, on a yearly basis, a Code of Conduct form and a Conflict of Interest Disclosure form.
- K. Each Director may, at their discretion, have appointed under them Coordinators who will be responsible for specific tasks. The Directors will be responsible for ensuring that the Coordinators, who may be

Directors or any other Member, carry out such tasks. Coordinators will be nominated and The Board of Directors shall appoint Coordinators to their respective positions. Directors shall not be required to fill Coordinator positions; it is solely at their discretion.

- L. Coordinators are nominated positions, NOT elected positions. Coordinators do not have voting privileges at Executive meetings, nor are they expected to regularly attend said meetings unless requested by a Director. However, Coordinators MAY vote, in proxy, on behalf of the Director they are under.
- M. The Administrative Staff are employees or contract employees of the Association and whose roles and responsibilities, as well as compensation and terms of employment will be determined and reviewed annually by the Board of Directors. The Administrative Staff will report to the Board of Directors through the President.
- N. Unless authorized by the Board of Directors, no Director or Coordinator shall receive any remuneration for his services.

#### **V. BYLAW 5 – DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall, be duly elected/appointed from the Membership at the AGM (as hereinafter defined) and shall have the following duties:

- A. Oversight of the affairs of the association, including the Administrative Staff.
- B. Acting by majority vote, has the power to fill by appointment, any vacancy which may occur on the Board of Directors. Such appointee will hold the position as if elected.
- C. Impose and enforce penalties for violation of these Bylaws.
- D. By majority vote, forthwith remove from office, any member of the Board of Directors and/or Coordinators for neglect of duty or for conduct unbecoming.
- E. Supervise the collection and authorize the expenditure of funds of the Association, ensuring that funds coming into the Association are allocated in accordance with the purpose intended.
- F. Adjudicate all disputes between Members which may arise.
- G. In the event of permanent vacation of the office of President, a Board Member will be appointed President by the Board of Directors. Such appointment will be effective until the next election of Directors.

#### **VII. BYLAW 6 – DUTIES OF KEY DIRECTORS**

- A. The PRESIDENT, without restricting the generality of the foregoing, shall:
  - i. Chair all Board of Directors and General Meetings.
  - ii. Guide the strategic direction of the association.
  - iii. Coordinate and liaise with the Board, Committees, and other key contributors to the Association.
  - iv. Sit on all committees as an ex-officio voting member.

- v. Notify the Board of the time and location of all meetings, and also ensure that the dates and times of the Annual General Meeting is adequately advertised for the benefit of the public.
  - vi. Act as a mediator considering disputes regarding parties within the Association and provides recommendations for mediation.
  - vii. Act in concert with the Board and on behalf of the association when dealing with outside agencies, Hockey Alberta, other leagues, and the news media.
  - viii. Have joint signing authority on the association financial documents.
  - ix. Appoint all committees unless specifically stated and form any special committees to assist in the operating of the Association.
  - x. The President shall have the authority to suspend any team, player, team official, and member, for unbecoming conduct on or off the ice, abusive language to any of the officials, or for failure to comply with the Association Constitution, By-Laws, and Regulations.
  - xi. The President shall have the authority to prevent any spectator from viewing a game, other activity, or entering a facility to view a game or other activity that is being conducted by the Cochrane Minor Hockey Association for conduct the President has deemed to be detrimental to the game. Further, the President shall have the authority to suspend the coach, player, team official, or the team to which the spectator is affiliated. Such action to be effective until dealt with by the Board of Directors.
  - xii. The President shall not make or second motions unless the Board is deadlocked on a decision regarding a legal motion on the table. Nor shall the President vote unless the vote is tied, in which case the President can choose to vote or abstain.
- B. The PAST PRESIDENT who shall:
- i. Be a full voting member of the Board of Directors;
  - ii. Carry out an advisory role.
- C. The VICE-PRESIDENT(S) shall:
- i. Chair in the absence of the President board of director and general meetings.
  - ii. Fulfill the duties of the President in the absence of the President.
  - iii. May have joint signing authority on the Associations financial documents.
  - iv. Perform such other duties as the President may direct.
- D. The SECRETARY who shall perform such duties as directed by the Board of Directors and who, in particular, shall:
- i. Ensure the maintenance of accurate records, prepare and circulate minutes of the Board of Directors & General meetings.
  - ii. At the request of the President, advise the members of the Board of the date, place and time of meetings.
  - iii. Prepare meeting agendas.
  - iv. Safeguard the files of the association.
  - v. As required, amend and / or update the association bylaws, operating policies, and rules and regulations documents.
  - vi. Upon request and when required present the minutes for all Board of Directors and General Meetings.
  - vii. Perform such other duties as the President may direct.
- E. The DIRECTOR - FINANCE who shall perform such duties as directed by the Board of Directors and who, in particular, shall:

- i. Ensure maintenance of a proper set of books and accounts which reflect all monies received and disbursed.
- ii. Recommend to the Board of Directors special measures, which may be required to correct unsatisfactory financial situations, which may arise in the operation of the association.
- iii. Maintain records and audit, as required, with the assistance of the Administrative Bookkeeper.
- iv. In collaboration with the relevant Board of Directors, prepare a budget on anticipated expenditures for the next playing year, and submit this budget to the association Board of Directors for approval at a time to be directed by the President.
- v. Present to the Annual General Meeting a written report and financial statement on the financial operations of the association for the last complete fiscal year and interim statements for the current season.
- vi. Have signing authority on CMHA bank accounts.
- vii. Perform such other duties as the President may direct.

## **VII. BY-LAW 7 – MEETINGS**

### **(7.1) General Meetings:**

- A. The Association shall hold an Annual General Meeting (the “AGM”) on or before the 31<sup>st</sup> day of May in each year, a minimum of twenty-one (21) days’ notice of which AGM may be published on the Association website, sent to the Membership via email, posted on public notice boards, in local newspapers, or by other methods deemed appropriate by the Board of Directors. The Directors so elected/appointed thereat as per By-Law 4 shall form the Board of Directors and shall take office immediately upon such election/appointment. Any Member in good standing shall be eligible for any executive office in the Association.
- B. A general meeting (the “General Meeting”) may be called at any time by the SECRETARY upon the instructions of the President or the Board of Directors, a minimum of ten (10) days’ notice of which General Meeting shall be published on the Association website, sent to the Membership via email, posted on public notice boards, in local newspapers, or by other methods deemed appropriate by the Board of Directors.
- C. A special meeting (the “Special Meeting”) shall be called by the President or the Board of Directors upon receipt by either of a petition signed by ten (10) or more Members in good standing, which petition shall set forth the reason(s) for calling such Special Meeting, a minimum of ten (10) days’ notice of which Special Meeting, together with a copy of the said petition, shall be published on the Association website, sent to the Membership via email, posted on public notice boards, in local newspapers, or by other methods deemed appropriate by the Board of Directors.
- D. Ten (10) Members in good standing and 50% + 1 Directors, shall constitute a quorum at any General Meeting or any Special Meeting.

### **(7.2) Board Meetings:**

- A. Board meetings are at the call of the President.
- B. Quorum for the transaction of business shall consist of 50% +1 Directors, present in person, and/or via conference call or virtual attendance, and eligible to vote.

## **VIII. BY-LAW 8 – VOTING**

- A. Any Member who:
  - i. Has not withdrawn from membership; or
  - ii. Has not been suspended or expelled as hereinbefore provided;
 Shall have the right to vote at any General Meeting or any Special Meeting.
- B. Only Directors shall have the right to vote at meetings of the Board of Directors.
- C. All such votes set forth in this By-Law shall be made in person by show of hands or by secret ballot as may be determined, from time to time, by the Chairman of any given meeting of the Association and not by proxy or otherwise; provided, however, that by a unanimous consent of the Board of Directors, votes in regard to issues to be decided by the Board of Directors may be cast by the Directors via e-mail or facsimile.

#### **IX. BY-LAW 9– AUDITING / FINANCIAL**

- A. The financial books, accounts, and records of the Association shall be subject to a minimum of a Financial Review each year for two years and a full audit every third year by a duly qualified accountant duly elected/appointed by The Board for that purpose.
- B. The fiscal year end of the Association shall be April 30. A complete and proper statement of the standing of the books for the previous year shall be submitted the Director – Finance at the AGM.
- C. All the financial books, accounts, and records of the Association may be inspected by any Member at the AGM or at any time upon giving reasonable notice and arranging a time and place satisfactory to the Director(s) having charge of same. Each Director shall at all times have access to such books and records.
- D. The signing officers of the Association for the purpose of drawing funds from the account or accounts of the Association shall be the President and any two (2) Board Members. There must be a minimum of two signing officers.
- E. For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it deems fit and, in particular, by the issue of debentures; provided, however, that this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Members.

#### **X. BY-LAW 10 – BY-LAW AMENDMENTS**

- A. These By-Laws may be amended by a Special Resolution at any General Meeting by the affirmative vote of not less than seventy-five (75%) percent of those attending Members, if entitled to do so, who vote in person, and such Special Resolution shall become valid upon the approval of and registration by Alberta Registries, Corporate Registry. Notice of all proposed amendments to these By-Laws shall be signed by two (2) members of the Board of Directors if the amendment is proposed by the Board of Directors or by two (2) Members in good standing if proposed by the Members. The proposed amendments must be included in the notice of the General Meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the Special Resolution has been duly given, otherwise the said meeting shall have no power to deal with the same.