

CRANBROOK MINOR HOCKEY ASSOCIATION
BY-LAWS
(April 2021)

Part 1 - Interpretation

- 1.1 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation as needed.
- 1.2 Operations of the Cranbrook Minor Hockey Association (“CMHA”, or the “Association”) are to be chiefly carried on in the City of Cranbrook and District of East Kootenay, as defined by the British Columbia Amateur Hockey Association (“BCAHA”) and the East Kootenay Minor Hockey Association (“EKMHA”). The registered office shall be located within said areas. This provision was previously unalterable.
- 1.3 The Association shall unalterably maintain good standing in affiliation with EKMHA, BCAHA and Hockey Canada, and shall observe all laws, rules, procedures, and regulations by which those associations are governed. These provisions were previously unalterable.
- 1.4 Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding-up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision was previously unalterable.

Part 2 – Membership

- 2.1 Applications for membership in the Association shall be open to a parent or guardian of any minor who is registered with the Association. Applications for membership shall ordinarily be made at the time of player registration and, with the payment of a prescribed registration fee, will constitute membership in the Association. The aforesaid members shall be voting members, with one vote per registered minor, and such voting members shall:
- (a) uphold the Constitution of the Association;
 - (b) comply with these By-Laws; and
 - (c) comply with all policies, rules and regulations established by the Association from time to time.
- 2.2 Any person age 19 or over, who has been involved in the general work of the Association, may make application for membership and become a voting member upon application to the Board and, if the application is accepted, upon payment of such fee as set out by the Board.
- 2.3 All registered players under the age of 19 years, on paying the fee as set by the Board, are members of the Association for the year registered, but are not voting members.
- 2.4 Membership terminates:
- (a) On September 1st of each year, unless player registration has been accepted for the upcoming season;
 - (b) Upon written resignation delivered to the Association’s President, Registrar or Secretary;
 - (c) Upon the member’s death; or
 - (d) Upon being expelled by the Executive Committee, pursuant to the terms of these By-Laws.
- 2.5 The Executive Committee reserves the right to suspend, terminate or disallow any person membership in the Association for conduct unbecoming or likely to endanger the interest or reputation of the Association. Without limiting the generality of the foregoing, conduct unbecoming or likely to endanger the interest or reputation of the Association shall include the following:

- (a) willfully committing a breach of the Constitution, By-Laws, Policies, Rules and/or Regulations established by the Association from time to time;
- (b) the use or possession of, or being under the influence of, alcohol or drugs by any team official during any Association activity where a player is present;
- (c) the mistreatment of any player or official, including harassment as defined by BCAHA;
- (d) continual disruptive behaviour or poor sportsmanship, including harassment as defined by BCAHA;
- (e) for players, repeated disruptive or disrespectful conduct at any Association or team activity, including games and practices.
- (f) failure to pay all of a player's registration fees by Nov 1st of the current year, unless arrangements acceptable to the Association have been made.

2.6 Any member that has been suspended or expelled from the Association may appeal this decision in the manner set out in these By-Laws.

Part 3 - Meetings

3.1 The Annual General Meeting ("AGM") of the Association shall be held no later than the 15th day of June in each year.

3.2 Every General Meeting, other than an AGM, is a Special General Meeting ("SGM"). A Special General Meeting of the Association may be called at any time by a majority vote of the Board and, subject to the *Societies Act*, the Board shall convene a SGM upon receipt of a written request from a member that meets the requisition threshold in the *Societies Act*.

3.3 Notice of an AGM or SGM shall be provided to every member of the Association in accordance with the *Societies Act*, as amended from time to time.

3.4 The accidental failure to give notice of a meeting to, or the non-receipt of a notice by, any member(s) entitled to receive notice of a meeting does not invalidate proceedings at that meeting.

3.5 The Executive Committee shall meet at least once a month during the season. The President or any three (3) Executive Committee members may call additional Executive Committee meetings when the business of the Association so requires. All members of the Executive Committee shall attend all scheduled meetings of the Executive Committee. Any member of the Executive Committee who fails to attend two consecutive meetings of the Executive Committee without notice or just cause may be removed from his/her Executive Committee position upon a 2/3 vote of the other members of the Executive Committee.

3.6 The Directors shall attend all meetings of the Board, which shall occur at least once a month in addition to the AGM. Any Director who fails to attend two consecutive meetings of the Board without notice or just cause may be removed from his/her Director position upon a 2/3 vote of the other members of the Board.

3.7 Quorum:

- (a) A quorum for Executive Committee meetings shall be 50% of the Executive Committee.
- (b) A quorum for a Board meeting shall include a quorum of the Executive Committee, as defined above, plus 50% of the remaining Directors.
- (c) A quorum for a General Meeting (AGM/SGM) requires a quorum of the Executive Committee, as defined above, PLUS at least ten (10) additional members. If a quorum is not established at the initial date established for the General Meeting, a subsequent General Meeting shall be called and those in attendance shall constitute a quorum.

3.8 The President, or in his absence the Vice-President, or in the absence of both, another member of the Board, shall preside at all meetings of the Association.

3.9 Voting:

- (a) At a General Meeting (AGM/SGM), all present members are entitled to one vote. No proxies shall be allowed.
- (b) At Executive Committee meetings, each present member of the Executive Committee, except the President, shall be entitled to one vote. In the event of a tie, the President shall cast a single, deciding vote.
- (c) At meetings of the Board, each present Director, except the President, shall be entitled to one vote. In the event of a tie, the President shall cast a single, deciding vote.
- (d) At all meetings of the Association, unless otherwise stated in these By-Laws, voting shall be done by a show of hands unless it is decided at the meeting, by majority vote, to vote by written ballot.
- (e) Decisions shall be determined by the majority of votes cast, except where otherwise noted in the By-Laws or the *Societies Act*.
- (f) Robert's Rules of Order shall govern the proceedings of all meetings except where the same conflicts with the Constitution or By-Laws of the Association.

3.10 Any resolution pertaining to the finances of the Association shall be submitted to the Secretary and Treasurer in writing at least 72 hours prior to the date of the General Meeting in order to be voted upon at such meeting.

Part 4 – Board of Directors/Executive Committee

4.1 The property and the affairs of the Association will be managed by the Directors.

4.2 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, subject to:

- (a) All laws affecting the Association;
- (b) These By-Laws and the Constitution; and
- (c) Rules and/or Policies, not being inconsistent with these By-Laws, which are made from time to time by the Association.

4.3 The Executive Committee, all of whom are also Directors, shall consist of the President, Vice-President, Secretary, Treasurer and up to six additional Executive Committee Officers.

4.4 The Board of Directors (the "Board") shall be made up of the Executive Committee and up to ten additional Directors.

4.5 In order to be eligible to be elected as a Director, a person must be a member of the Association in good standing for a minimum of one hockey season and must be over the age of 19 years.

4.6 A person is not qualified to be a Director of the Association if he/she is:

- (a) found by any court, in Canada or elsewhere, to be incapable of managing the person's own affairs;
- (b) in the process of an undischarged bankruptcy; or

- (c) convicted, in or out of British Columbia, of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity or society, or of an offence involving fraud.

4.7 Any member of the Association that is in good standing may nominate an individual to stand for election as Director at an AGM. Nominees, if not present at the AGM, must have previously provided written assurance to a member of the Executive Committee that he/she will stand for office.

4.8 Directors shall be elected by the members of the Association at an AGM and shall take office effective after the AGM is adjourned.

4.9 An election of Directors may be by acclamation, otherwise, notwithstanding By-law 3.9(e), it shall be by written ballot.

4.10 Each Director shall be elected for a two-year term, commencing after the AGM.

4.11 In order to maintain continuity of experienced Directors, the Directors shall be elected and staggered such that at each AGM, at least 50% of the Directors shall be elected for a term of two years. To ensure these Director terms are staggered, the Board may from time to time by majority resolution determine that up to 50% of the Directors be elected at any AGM for a one-year term.

4.12 The members of the Executive Committee shall be elected by the members of the Association at an AGM and shall take office effective after the AGM is adjourned. Then, the President, Vice President, Secretary and Treasurer shall be elected, from the members of the Executive Committee, at the first meeting of the Executive Committee following the AGM.

4.13 An election of Executive Committee members may be by acclamation otherwise, notwithstanding By-law 3.9(e), it shall be by written ballot.

4.14 Each Executive Committee member shall be elected for a two-year term, commencing after the AGM. However, if an Executive Committee member has already served a term on the Executive Committee, that person may be elected to a further one-year term, as the discretion of the other members of the Executive Committee.

4.15 To qualify for nomination for the Executive Committee, a person must have served as a Director for a minimum of 365 days prior to, though not necessarily immediately prior to, such nomination.

4.16 To qualify for nomination for President or Vice-President, a person must have served on the Executive Committee for a minimum of 365 days immediately prior to such nomination.

4.17 Following election of the Executive Committee, the Executive Committee shall appoint all Directors to at least one position within CMHA (as set out in By-Law 5.6 below) for a term of one year.

4.18 A person will automatically cease to be a Director and/or Executive Committee member upon:

- (a) ceasing to meet the qualifications set out in By-Laws 4.5 & 4.6;
- (b) delivering his/her resignation in writing or via email to the President of the Association or by mailing or delivering it to the address of the Association, which resignation shall be effective on the later of:
 - (i) the effective date of resignation stated therein; and
 - (ii) the date on which the resignation is received by the President or the Association;
- (c) his/her death;
- (d) retirement of office at the AGM, when their successor will be elected; or
- (e) being absent without notice or just cause from two successive meetings of the Board and/or Executive Committee, if the remaining members of the Board/Executive Committee, as the case may be, vote, by a

2/3rds majority, to terminate such Director/Executive Committee member for such absences.

4.19 The Directors may at any time and from time to time appoint a member of the Association as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the following AGM, but is eligible for re-election at such AGM.

4.20 The Executive Committee may at any time and from time to time appoint any person qualified to fill a vacancy in any Executive Committee position. A person so appointed holds office only until the conclusion of the following AGM.

4.21 Every Director will unreservedly subscribe to and support the purposes of the Association.

Part 5 – Powers and Duties of the Board of Directors

5.1 The President shall:

- (a) preside at all meetings;
- (b) manage and supervise the affairs and operations of the Association;
- (c) be responsible for the application and enforcement of these By-Laws and all policies of the Association;
- (d) appoint members of the Discipline Committee and Appeals Committee, and ensure that all other necessary committees are in place, as needed;
- (e) sign all resolutions, membership certificates and minutes of meetings along with the Secretary or any other Officer appointed by the Executive Committee;
- (f) exercise the powers of the Executive Committee, in case of emergency;
- (g) supervise the other Directors in the execution of their duties;
- (h) sit on all Committees as an ex-officio voting member;
- (i) be one of the three signing officers of the Association;
- (j) actively recruit new volunteers;
- (k) liaise with the sports associations in the surrounding areas;
- (l) cast the deciding vote in the case of a tied vote at all meetings of the Association;
- (m) have the power to suspend any team, player, team official, coach for unsportsmanlike conduct on or off the ice, for abusive language to any official or for failure to comply with the CMHA Constitution, By-Laws and policies, pending review of the incident by the Discipline Committee; and
- (n) perform any other duties prescribed or necessary according to the Association's policies and procedures.

5.2 The Immediate Past President shall be deemed to be a member in good standing so long as he/she holds this office, which commences on the date of his/her retirement as President until the date that the succeeding President retires and shall:

- (a) be eligible to serve on any Committee;
- (b) attend meetings, as possible;
- (c) lend his/her experience to the Executive Committee, the Board and the President to ensure the smooth transaction of office; and
- (d) perform any other duties prescribed or necessary according to the Association's policies and procedures.

5.3 The Vice President shall:

- (a) assist the President in the discharge of his/her duties and in the absence or disability of the President act in his/her stead;
- (b) be one of the three signing officers of the Association;
- (c) be the liaison for all complaints regarding the conduct of players, coaches, officials and other members of the Association;
- (d) chair the Discipline Committee; and

(e) perform any other duties prescribed or necessary according to the Association's policies and procedures.

5.4 The Treasurer shall:

- (a) keep the financial records, including the books of accounts, necessary to comply with the *Societies Act*;
- (b) oversee the Office Administrator in the deposit of all monies in the name of the Association in financial institutions designated by the Directors;
- (c) oversee the Office Administrator in the disbursement of funds at the direction of the Directors;
- (d) ensure that referees receive honorariums for games refereed pursuant to the schedule of fees;
- (e) render at regular meetings, or whenever required, an accounting of transactions, financial statements and/or preliminary budgets;
- (f) have present at each AGM, a report of and financial statements pertaining to the prior year's operation;
- (g) be one of three signing officers of the Association;
- (h) administer payroll for any paid position of the Association;
- (i) prepare a budget no later than September 1st of the current year;
- (j) in conjunction with the Board and the Gaming Director, establish and enforce appropriate fundraising guidelines, review and approve all fundraising activities of the Association and all teams within the Association, and ensure that accurate records of all fundraising activities are kept; and
- (j) perform any other duties prescribed or necessary according to the Association's policies and procedures.

5.5 The Secretary shall:

- (a) keep an accurate written record of the proceedings of the Association as required by the *Societies Act*;
- (b) notify the Directors of time and place of meetings and publish notice of all General Meetings in the manner required by the *Societies Act*;
- (c) be the custodian of the Seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association;
- (d) in conjunction with the Registrar, keep a current list of CMHA membership;
- (e) be responsible for making amendments to the Constitution and By-laws and providing updated copies of same to all Directors as well as ensuring that all outdated copies are removed from circulation;
- (f) assist the Public Relations Director in publishing the notice of registration with fees prior to registration;
- (g) turn over all files, communications and documents pertaining to the affairs of the Association to his/her successor; and
- (h) perform any other duties prescribed or necessary according to the Association's policies and procedures.

5.6 All Directors shall:

- (a) help formulate plans and policies of the Association;
- (b) act as members and/or chairperson of Committees as appointed by the Executive Committee;
- (c) unless the Director is President, Vice President, Secretary or Treasurer, undertake the responsibilities of at least one position within the Association, as appointed by the Executive Committee, such positions to include:
 - Division Head;
 - Coach Coordinator;
 - Equipment/Facilities Manager;
 - Photos;
 - Website;
 - Public Relations;
 - Risk Management/Safety;
 - Clinics;
 - Female Development;

- South Central Alberta Hockey League Rep;
- EKMHA Rep;
- Goalie Development;
- Ref Assignor;
- Fundraising/Sponsorship;
- Head Coach/IP Lead;
- Gaming Coordinator;
- House League/Volunteer Coordinator/Hotels;
- Any other position deemed necessary by the Board.

5.7 Directors shall not be remunerated or receive financial benefits for their services to the Association. However, they shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Association.

Part 6 - Committees

6.1 The Board may create such standing and special committees from the Directors or membership as may from time to time be required to handle various affairs of the Association. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Board. Each committee shall consist of at least three Directors, shall be required to maintain formal records of their meetings, and shall report to the Board as requested.

6.2 The Discipline Committee shall consist of the Vice President as Chair, two Directors appointed by the President, including the Division Head provided there is no conflict of interest, and one member of the Association as appointed by the President. The President shall not serve on the Discipline Committee. The Discipline Committee shall oversee the conduct of members of the CMHA including but not limited to the disciplining and/or suspension of teams, players, team officials, coaches, on-ice officials, board members and any other member for contravention of the Constitution, By-Laws and/or the Policies of CMHA.

6.3 The Appeals Committee shall consist of at least three members of the Association, as appointed by the Executive Committee, and shall hear the appeal of any member that has been disciplined by the Discipline Committee.

Part 7 – Discipline Procedures

7.1 Any recommendation (other than a recommendation from the President) to the Discipline Committee concerning discipline or suspension (the “Complaint”) must be made writing to the Board.

7.2 Within forty-eight hours of receipt of the Complaint, a Discipline Committee will be convened in accordance with these By-Laws.

7.3 Once convened, the Discipline Committee shall give notice of the Complaint to the member that is the subject of the Complaint and shall give such member a reasonable opportunity to defend his/her actions to the Discipline Committee in a hearing to be held as soon as is reasonably practical. If the subject of the Complaint is a minor, they must be accompanied at the hearing by at least one parent or guardian.

7.4 Within 24 hours, excluding Statutory Holidays, of the hearing being concluded, the Discipline Committee shall determine whether the member that is the subject of a Complaint should be exonerated, censured, suspended, expelled be asked to resign, or face any other disciplinary measures deemed acceptable to the Discipline Committee.

7.5 Within 48 hours, excluding Statutory Holidays, of the decision being rendered by the Discipline Committee, the Vice President will provide a written summary of the Discipline Committee’s decision to all affected parties, including but not limited to the subject of the Complaint and the party that submitted the Complaint.

Part 8 – Appeal Procedures

8.1 Decisions of the Discipline Committee may be appealed in writing within seven days, excluding Statutory Holidays, of the decision being rendered. Any ruling of the Discipline Committee will remain in effect until the Appeals Committee hears the appeal and renders its' decision, unless the President suspends the application of the penalty pending the ruling of the Appeals Committee.

8.2 Any appeal to the Appeals Committee must be in writing, must indicate the specific purpose(s) of the appeal, must be accompanied by payment of an appeal fee of \$100 (payable to the Association and hereafter referred to as the "Appeal Fee") and must be delivered to the Secretary.

8.3 The Appeals Committee shall meet within ten days, excluding Statutory Holidays, of receiving an appeal and will endeavour to rule on appeal within the same time period. The Appeals Committee will provide their response in writing to the appellant within three days, excluding Statutory Holidays, of rendering their decision. If the ruling of the Discipline Committee is affirmed by the Appeals Committee, the Appeal Fee shall be retained by the Association. If the ruling of the Discipline Committee is overturned by the Appeals Committee, the Appeal Fee shall be returned to the member.

8.4 The decision of the Appeals Committee is final and binding on all parties.

8.5 Any member who fails to exhaust the appeal procedures provided herein prior to resorting to external remedies, legal or otherwise, shall be subject to a suspension upon a majority vote of the Board.

Part 9 – Finances and Banking

9.1 The financial accounts of the Association shall be under the control of the Treasurer, who shall be responsible for maintaining proper accounting records, shall be maintained in the name of the Association at a financial institution selected by the Board, and shall include:

- (a) A current operating account, maintained in any Canadian chartered bank, credit union or trust company. All current operating receipts shall be deposited in this account and all normal operating expenses shall be paid from this account.
- (b) The Treasurer, with the approval of the Board, may maintain savings and trust accounts as may be required by the Association. The Board shall ensure that all conditions of deposit have been adhered to and shall approve all expenditures or withdrawals relating to savings and trust accounts.
- (c) The Treasurer, with the approval of the Board, shall be empowered to invest any excess funds of the Association in securities designated by the *Trustee Act*, as amended.

9.2 The Treasurer shall present, from time to time and as requested by the Board, a financial report to the Board.

9.3 Two signatures shall be required on every cheque or other financial instrument on behalf of the Association, except in the case of online bill payment. Online bill payments will be set up at the bank by two signatories, and the online payment will be made by another person on the Board. The President, Vice President and Treasurer shall be the principal signatories for all financial transactions.

9.4 Notwithstanding anything hereinbefore contained, the Treasurer shall not make any expenditure in excess of an amount set annually by the Board.

9.5 In order to carry out the purpose of the Association, the Board may, on behalf of and in the name of the Association, but only upon the passing of a special resolution of the members of the Association, raise or borrow monies

with or without security.

9.6 The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next AGM.

9.7 All financial affairs of this Association shall be submitted to a firm of recognized accountants for the preparation of the usual financial statements, which financial statements shall be presented to the members at the AGM, if available.

9.8 The Books and Records of the Association may be inspected by any member at the AGM.

Part 10 – Indemnification

10.1 Subject to the provisions of the *Societies Act*, each Director of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a Director of the Association, as applicable.

10.2 To the extent permitted by the *Societies Act*, the Association will indemnify and hold harmless every person heretofore now or hereafter serving as a Director of the Association and that person's heirs and personal representatives.

10.3 The Association will apply to the Court for any approval of the Court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director of the Association on being elected or appointed will be deemed to have contracted with the Association to the foregoing indemnities.

Part 11 - Constitution and/or By-laws

11.1 On being admitted to membership, each member is entitled to and, upon request, the Association shall direct the Person to a copy of the Constitution and By-laws of the Association. The Association will make a copy of the Constitution and these By-laws available on its website.

11.2 The Constitution and/or By-laws of the Association shall not be altered or added to except by special resolution passed by a threshold as stated in the *Societies Act* of those in attendance at a General Meeting of the Association.

11.3 Any amendments or changes in the Constitution or By-laws of the Association made at the General Meeting of this Association take effect on the date of acceptance by the Registrar of Companies as being in compliance with the *Societies Act*.

11.4 Proposed amendments to the Constitution and/or By-laws must be received by the Secretary and voting members at least two weeks prior to the date of the General Meeting. A statement outlining the intention of the proposed amendment must accompany the proposed special resolution.

11.5 The majority required to pass a Special Resolution shall be the same as stated in the *Societies Act*, of the voting members in good standing present at the General Meeting.