



**Didsbury Rec Hockey**

**Bylaws**

**April 9, 2024**

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## **1 PREAMBLE**

### **1.1 The Association**

The Association is called The Didsbury Rec Hockey Association.

### **1.2 The Bylaws**

The following articles set forth Bylaws of Didsbury Rec Hockey Association.

## **2 DEFINING AND INTERPRETING THE BYLAWS**

### **2.1 Definitions**

In these bylaws, the following words have these meanings.

**2.1.1** Teleconference means a meeting between people in two or more locations linked by telephone.

**2.1.2** Majority means a number more than half of the total.

**2.1.3** Board means the Board of Directors of the Didsbury Rec Hockey Association.

**2.1.4** Bylaws means the Bylaws of this Association as amended.

**2.1.5.** Executives shall include the current President, Vice President, Secretary, Treasurer and Registrar. These positions are on 2 year alternating terms. The Executives are responsible for the day-to-day operations of Didsbury Rec Hockey Association.

**2.1.6** Board member means an individual elected or appointed to serve on the board of The Association pursuant to these Bylaws.

**2.1.7** Member means a Member as set out in Bylaw 3 who is in good standing with The Association.

**2.1.8** Association means the Association of Didsbury Rec Hockey Association.

**2.1.9** Voting Member means a Member entitled to vote at the meetings of The Association as described in these Bylaws.

**2.1.10** Annual General Meeting refers to the annual meeting to which all Board members and members of The Association are invited.

**2.1.11** Special Meeting refers to a meeting that is called to deal with special business in between Annual General Meetings.

**2.1.12** Resolution means a motion passed by the majority of the votes cast at an Annual General Meeting, Board Meeting or a Special Meeting.

**2.1.13** Association Administrator means the individual hired to oversee the operation of The Association.

## **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting the Bylaws.

**2.2.1** Singular and Plural: Words indicating the singular number also include the plural, and vice versa.

**2.2.2** The word "person" shall include corporations and societies and the masculine shall include the feminine.

**2.2.3** Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the said statute or section, as the case may be.

**2.2.4** The headings herein are included for convenience only and do not form part of these bylaws.

**2.2.5** Quorum is a simple majority in good standing of the Association.

## **3. MEMBERSHIP**

**3.1** The members of The Association and related local Clubs shall include the subscribers of the application and bylaws and such other persons as are admitted as members of The Association.

### **3.2 Membership Categories**

All applications for membership shall be submitted to The Association office. The Directors shall have the power to admit members into the following categories:

**3.2.1** Honorary Members, being persons who, in the opinion of the Directors, have rendered outstanding service to The Association and whom the Directors have designated as Honorary Members.

**3.2.2** General Members, being persons who have:

- Completed and submitted all documents required by The Association;
- Complied with the Bylaws, rules, regulations, policies and procedures of The Association;
- Paid all registration fees.

**3.2.3** Volunteer Members, being persons who have:

- Completed and submitted all documents required by The Association;
- Complied with the Bylaws, rules, regulations, policies and procedures of The Association;
- Been granted a membership for the duration of their volunteer commitment.
- Freely volunteered their time, effort and talent to The Association

### **3.3 Member in Good Standing**

Honorary members shall be deemed to be always in good standing. General members shall be deemed to be in good standing when they have met all requirements as laid out in Bylaw 3.2.2:

#### **3.3.1 Rights and Privileges of Members**

Honorary members shall be exempt from payment of any registration fee. The registration fee payable by general members shall be in such amount as may be determined from time to time

by the Directors. Volunteer members shall be granted a membership for the duration of their volunteer commitment.

**3.3.2** Members in good standing shall be entitled to involvement in all Association activities of their interest during the particular membership year

**3.3.3** The eighteen (18) year old player must be registered as a full-time high school student at the beginning of the school year.

**3.3.4** Registrants must reside in Didsbury and the surrounding area. Registrants outside Didsbury will be considered on a needs basis.

**3.3.5** The Hockey Alberta Recreational Hockey Model provides several recommendations on how organizations / programs should operate and structure their program; however, organizations / programs are given the flexibility to create and maintain their own internal processes to adjust their program to the needs of their participants. Recommended Age Divisions U8: 4,5,6,&7 year olds,U11: 8, 9 & 10 year olds, U15: 11, 12,13 & 14 year olds, U18: 15, 16, 17 year olds.

#### **4. Suspension of Membership**

##### **3.4.1 Decision to Suspend**

The Board shall have the power, by a vote of three fourths of those present, to expel or suspend any member for one or more of the following reasons:

- If the member's conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of The Association.
- If the member willfully commits a breach of the bylaws of the Association.

##### **3.4.2 Notice to the Member**

No member shall be expelled or suspended:

- 1. without being notified of the complaint against that Member in writing from the Board, or
- 2. without having been given the opportunity to be heard by the Board with rights of appeal, or
- 3. without having been given a final opportunity to be heard by the board at a Special Meeting.

#### **3.5 Termination of Membership**

**3.5.1 Resignation of Members** Any member wishing to withdraw from membership may do so upon a notice in writing to the board. Upon such resignation becoming effective, such Member shall forfeit his/her rights and privileges in Didsbury Rec Hockey.

### **3.5.2 Deemed Withdrawal**

Upon the failure of any member to pay the required annual membership fee, any subscription, or indebtedness due to The Association, the Directors may cause the name of such member to be removed from the membership by the Directors upon such evidence as they may consider satisfactory.

### **3.6 Cancellation of Membership**

Any member who resigns, withdraws, or is expelled from The Association shall forthwith forfeit all right, claim and interest arising from or associated with membership in The Association.

**3.7 Transmission of Membership** A member may not transfer their membership to another person.

## **4. ANNUAL GENERAL MEETING & SPECIAL MEETINGS**

**4.1** Any Annual General Meeting or Special Meetings of The Association and the Directors shall be held at such place in Alberta as the Directors may determine and on such a day as the said Directors shall appoint.

**4.2** Notwithstanding paragraph 4.1 herein, meetings of The Association may be held by teleconference upon the consent of all or a majority of Directors. In such an event, the meeting of The Association shall be deemed to be held in Alberta notwithstanding that some or all of the Directors present in the teleconference may not be within the Province of Alberta.

### **4.3 Notice**

At least seven (7) days' notice of an Annual General Meeting or Special Meeting, exclusive of the day on the notice is served or deemed to be served, but inclusive of the day for which notice is given, shall be delivered to each Director via email, post or text message. The notice will contain a proposed agenda specifying the place, the day, and the hour of meeting and any other reasonable information to permit Directors to make informed decisions.

### **4.4 Agenda for the Annual General Meeting**

At every Annual General Meeting, in addition to any other business that may be transacted, the financial statement and the report of the Directors shall be presented and a Board of Directors elected.

### **4.5 Voting**

**4.6.1** Directors of The Association shall be entitled to one vote at all meetings. Every member in good standing of The Association shall be entitled to one vote at the Annual General Meeting.

**4.6.2** Question arising at any meeting of The Association or Directors shall be decided by a majority of votes.

**4.6.3** In case of an equality of votes, the President shall have a casting vote.

**4.6.4** All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

**4.6.5** A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the voted recorded in favor of or against such resolution.

**4.6.6** In the absence of the President, his duties may be performed by the Vice-President, or such other Director as the Board may from time to time appoint for the purpose.

#### **4.7 Adjournment**

Any meetings of The Association or Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **5. THE GOVERNANCE & MANAGEMENT OF THE ASSOCIATION**

#### **5.1 The Board of Directors**

The Board governs and manages the affairs of The Association.

#### **5.2 Powers and Duties of the Board**

**5.2.1** The Directors of The Association may administer the affairs of The Association in all things and make or cause to be made for The Association in its name, any kind of contract which The Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as The Association is by its by-laws or otherwise authorized to exercise and do.

**5.2.2** Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right of interest therein owned by The Association, for such consideration and upon such terms and conditions as they may deem advisable.

#### **5.3 Composition of the Board**

The affairs of The Association shall be managed by a Board of not less than three (president, treasurer, secretary) and no more than eleven. Members of the board must reside in Didsbury or the surrounding area.



## **5.4 Election of the Directors**

**5.4.1** Directors are elected by the Voting Members at the Annual General Meeting and serve various term lengths depending on role (see board positions). Executives are on alternating 2 years terms.

**5.4.2** The election of Directors may be by a show of hands unless a ballot is demanded by any existing Director.

**5.4.3** Voting members may re-elect Directors of the Board for additional further terms, which do not have to be consecutive.

**5.4.4** At the time of election and throughout his term in office, any member of the Board shall be an honorary member of The Association.

## **5.5 Resignation, Death, or Removal of a Director**

**5.5.1** A Director, including the President may resign from office by giving notice at the annual meeting, which is the first general meeting of each calendar year.

**5.5.2** A Director of The Association may, by resolution passed by at least two thirds of the votes cast at a Board meeting, remove any Director before the expiration of his term of office and may, by a majority of votes cast at that meeting, elect any person in his stead indefinitely.

## **5.6 Meetings of the Board**

**5.6.1** If there is no quorum, the President adjourns the meeting, and it is either rescheduled to an agreed upon time or decisions are made by text or email vote.

**5.6.2** The Association and the Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine.

**5.6.3** No formal notice of any such meeting or teleconference meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting or teleconference meeting being held in their absence.

**5.6.4** Directors' meetings may be formally called by the President or Vice President or by the secretary on the direction of the President or Vice President.

**5.6.5** The Directors may consider or transact any business either special or general at any meeting or teleconference meeting of the Board.

**5.6.6** Every question shall be decided by a majority of the votes of the Executives and Directors present in person unless otherwise required by any bylaws of The Association, or by the law. On occasion, time sensitive decisions can be decided by the Executives with a majority vote with the knowledge and consent of the board.

- 5.6.7** Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member or Director. Upon a show of hands, every member and Director having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of The Association shall be sufficient evidence of the fact, without proof, of the number or proportion of the votes accorded in favor of or against such resolution.
- 5.6.8** The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Directors present in person and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of The Association in general meeting upon the matter in question
- 5.6.9** In case of any equality of votes at the Board meeting, whether upon a show of hands or at a poll, the President will be entitled to a casting vote.
- 5.6.10** Meetings of the Board are open to all Directors.
- 5.6.11** A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.6.12** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.6.13** The Directors may waive notice of a meeting with a formal motion.
- 5.6.14** Directors must commit to attending a minimum of half of the season board meetings in person or virtually. If non compliant there may be a board review.
- 5.6.15** Operating Procedures shall be a collection of information and Special Rules used by the Didsbury Rec Hockey in order to carry out its day-to-day activities within the confines of these Bylaws. Refer to Bylaw 2.1.5 & 2.1.3.

## **5.7 Executives**

- 5.7.1** The Executives of the Association are the President, Vice-President, Secretary, Treasurer and Registrar.
- 5.7.2** At the Annual General Meeting, the Board elects from among the Directors all Executives for the following year whose terms are up for renewal.
- 5.7.3** One person may hold more than one office except the offices of the President.

- 5.7.4** The Executives hold office for two-year alternating terms (see Board positions and roles) or until a successor is elected. Exceptions can be made based on necessity and circumstances.
- 5.7.5** A Member must be an active member of the Board of Directors for a minimum of one year before becoming eligible for an Executive position.
- 5.7.6** The President may sit on the Board for one year as Mentor/Past President. Past President is a non-voting position.

## **5.8 Duties of the Board of the Association**

### **5.8.1 The President (Executive)**

- Is charged with the general management of The Association
- Supervises the affairs and operations of The Association.
- When present, presides at all meetings of the Board of Directors of The Association.
- Review and sign all documents as required, along with either the secretary or another Executive appointed by the Board.
- Is an ex officio member of all Committees.
- Carries out other duties assigned by the Board.

### **5.8.2 The Vice-President (Executive)**

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a chairperson for the meeting;
- Carries out other duties assigned by the Board.

### **5.8.3 The Treasurer (Executive)**

- Ensures that all monies or other valuable effects in the name and to the credit of The Association are deposited in a chartered bank, treasury branch, trust company or other financial institutions as chosen by the Board.
- Ensures that full and accurate accounts of all receipts and disbursements of The Association are kept in proper books of account.
- Shall disburse the funds of The Association under the direction of the Board of Directors, taking proper vouchers therefore;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested.
- Ensures an audited statement of the financial position of The Association is prepared and presented at the Annual General Meeting;
- Carries out other duties assigned by the Board.

#### **5.8.4 The Secretary (Executive)**

- Is an ex officio clerk of the Board of Directors.
- Attends all meetings of the Board and records all the facts and minutes of all proceedings in the books kept for that purpose;
- Gives all notices required to the Directors;
- Shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to The Association, which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution;
- Carries out other duties assigned by the Board.
- Creates manager binders and communicates as needed throughout the season to managers.

#### **5.8.5 The Registrar (Executive)**

- Organizing and administering registration records
- Maintain all background checks and certifications.
- Ensure all necessary paperwork completed by players/teams/coaches and filed with the organization as required.
- Keeping confidential information secure
- Carries out other duties assigned by the Board.

#### **5.8.6 The Ice Scheduler (1 year term)**

- \* Works with the town to get our ice schedule and allocates ice time for each team
- \* Informs the town of the schedule for each week so the arena board can be updated
- \* Responsible for canceling ice or assigning unused ice to other teams
- \* Books tournament ice times
- \* Maintains team practice schedules

#### **5.8.7 The Equipment Manager (1 year term)**

- \* Manages all equipment. Ensures all teams have goalie gear available to them if needed.
- \* Replace any old or damaged gear. Ensures each team has a stock of pucks
- \* Sets up the team lockers at the beginning of the season and cleans them out at the end of the season

\* Updates locker codes at the end of the season. Requires a vote by email or at a board meeting prior to spending association funds on equipment.

#### **5.8.8 The Jersey Manager (1 year term)**

\* Catalogs jerseys, numbers and sizes prior to and at the end of each season and puts them into storage.

\* At the beginning of the season orders any new name bars, has all bars sewn onto jerseys. At the end of the season responsible for having name bars removed and stored.

#### **5.8.9 The Referee Coordinator (1 year term)**

\* Works with managers to book referees for games. Is a point of contact for any issues regarding/from referees. Mentors new referees.

\* Assists with discipline and incident reports are filled out per Hockey Alberta guidelines.

#### **5.8.10 The Coach Coordinator (1 year term)**

\* Assigns coaches to teams including assistant coaches. Makes sure coaches are up to date on league rules and changes from prior seasons

\* Ensures coaches complete any certification they are expected to complete throughout the season.

\* Coach point of contact for any issues.

#### **5.8.11 Fundraising Coordinator (1 year term)**

\* Organize activities to raise funds or otherwise solicit and gather monetary donations or other gifts for the organization.

\* May design and produce promotional materials. May also raise awareness of the organization's work, goals and financial need.

\* Heads and organizes the Tournament committee if applicable.

**5.8.12** Executive Duties may be completed by the Executive Director, under the stewardship of those Executives or by the permission of the Board of Directors.

### **5.9 Board Committees**

**5.9.1** Establishing Committees The Board may appoint committees to advise the Board.

**5.9.2** General Procedures for Committees:

- A Board Member chairs each committee created by the Board.

- The Chairperson calls committee meetings.
- Each committee will provide a report to the entire Board at the Board meeting.
- Two (2) days' notice may be given to each Committee member personally, by email, or post. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- A majority of the committee members present at a meeting is a quorum.
- Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting.
- Members of The Association may request to serve on a committee upon approval of the Board.

**5.9.3** Board Committees are selected annually as needed.

### **5.10 The Association Administrator**

**5.10.1** In case of the absence or inability to act of any Executive, Director or agent of The Association or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons.

## **6. FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 Cheques and Contracts of The Association**

**6.1.1** All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of The Association, shall be signed by such Executives or other persons of The Association authorized to do so by resolution of the Board of Directors. The Treasurer or President alone may use the Associations internet banking for payment of debts or collection on account of The Association through its bankers. Any one of such Executives or agents so appointed may arrange, settle, balance and certify all books and accounts between The Association and The Association's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release of verification slips.

**6.1.2** The securities of The Association shall be deposited for safekeeping in a chartered bank, treasury branch, trust company or other financial institutions to be selected by the Board of Directors.

**6.1.3** Any and all such securities deposited may be withdrawn, in such manner as shall be determined by the Board of Directors and such authority may be general or confined to specific instances.

**6.1.4** The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**6.1.5** Deeds, transfers, licenses, contracts, and engagements on behalf of The Association shall be signed by either the President, Vice-President, or Treasurer

**6.1.6** Contracts in the ordinary course of The Association's operations may be entered into on behalf of The Association by the President, Vice-President, Treasurer, or by any person authorized by the Board.

**6.1.7** The President, Vice-President, or Treasurer or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities standing in the name of The Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of The Association transfers or shares, bonds or other securities from time to time transferred to The Association

## **6.2 Borrowing Powers**

**6.2.1** Notwithstanding any provisions to the contrary contained in the bylaws of The Association, The Association shall not borrow or incur any financial liability whatsoever without the prior unanimous consent of all of the Directors. However, for the purpose of allowing The Association to enter into contracts required in the ordinary course of The Association's operations, and so as not to require the unanimous consent of the Directors in each instance, the Directors may, by unanimous resolution, set specific guidelines to govern, regulate, or authorize those certain contracts that may be required to be entered into in the ordinary course of The Association's operations or those certain contracts required in the day to day operations of The Association.

## **6.3 The Keeping and Inspection of the Books and Records of The Association**

**6.3.1** The Directors shall see that all necessary books and records of The Association required by the bylaws of The Association or by any applicable statute or law are regularly and properly kept.

**6.3.2** The Secretary or some other Executive of The Association specifically charged by the Board of Directors shall maintain and have charge of the minutes of The Association and shall record therein minutes of proceedings of all meetings of Directors.

**6.3.3** The Secretary or some other Executive of The Association specially charged by the Board of Directors with that duty shall keep a book or books wherein shall be kept properly recorded:

- A copy of the objects of The Association and any special resolution altering or adding to the same, and a copy of the bylaws of The Association and any resolution altering or adding thereto.
- Copies or original of all documents, registers, and resolutions as required by law;
- All sums of money received and expended by The Association and the matters in respect of which the receipt and expenditure takes place.
- All revenues and purchases by The Association.
- All assets and liabilities of The Association.
- All other transactions affecting the financial position of The Association.

## **6.4 Payments**

**6.4.1** No Director or Executive of The Association is to receive any payment for their services

**6.4.2** Reasonable expenses incurred while carrying out duties of The Association may be reimbursed.

### **6.5 Protection and Indemnity of Directors and Executives**

**6.5.1** Every Director of The Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of The Association and his heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless out of the funds of The Association from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him for or in respect of any action, deed, matter or thing whatsoever made, done or permitted by him.

**6.5.2** No Director or Executive is liable for the actions of any other Director or Directors in or about the execution of the duties of their office and from and against all other cost, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof.

**6.5.3** The Association does not protect any Director or Executive for such costs, charges, or expenses as are occasioned by his own willful neglect or default.

**6.5.4** Year end audit of the season's finances will be conducted by a board member (not the treasurer) and a volunteer parent or community member.

## **7. AMENDING THE BYLAWS**

**7.1** The bylaws of The Association shall not be altered or added to except by a special resolution of The Association.

**7.2** For all purposes of The Association, "special resolution" shall mean:

**7.2.1** A resolution passed.

**7.2.1.1** At a general meeting of which not less than 7 days' notice specifying the intention to propose the resolution has been duly given; and

**7.2.1.2** By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

**7.2.2** A resolution proposed and passed as a special resolution at a general meeting of which not less than 21 days' notice has been given, if all the Directors entitled to attend and vote at the general meeting so agree, or

**7.2.3** A resolution consented to in writing by all the directors who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted by proxy.



**7.3** Any resolution which purports to alter, rescind, or add to Bylaw 6.4.1 herein shall be required to be unanimous.

**1. DISTRIBUTING ASSETS AND DISOLVING THE ASSOCIATION**

**8.1** Upon 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 Organization or to Organizations the objects of which relate to the involvement of children in sporting and recreational activities.

**8.2** In the event the association changes organizations, all debts, liabilities and properties would transfer over to the new organization upon board vote.

