



Bylaws

Edmonton Minor Hockey Association

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1.0 INTERPRETATION

In these Bylaws and Rules of the Edmonton Minor Hockey Association (“EMHA” or the “Association”), the following terms are defined as:

- 1.1 **“Annual General Meeting”** - the Association meeting open to all Members, typically held on the second Wednesday of May.
- 1.2 **“Annual Operating Budget”** - the financial/accounting document setting out in detail the proposed revenues and expenses for a Hockey Season the sufficiency of which will be determined by the Board of Directors.
- 1.3 **“Association”** - the Edmonton Minor Hockey Association or the EMHA operating under the name of Hockey Edmonton. Hockey Edmonton is the authorized governing body for all minor hockey in the City of Edmonton as per operating authority granted by Hockey Alberta and Hockey Canada.
- 1.4 **“Athletic Club”** – a Member Organization responsible for the operation of elite hockey.
- 1.5 **“Board of Directors”** - the appointed representative from each District and Athletic Club, who are responsible for the overall management of the Association. Each representative is to appoint an alternate.
- 1.6 **“Chairperson”** - the person appointed by the Executive Committee to lead and oversee a standing committee or group of Hockey Edmonton.
- 1.7 **“Director of Community Hockey”** - the person, elected at the Hockey Edmonton AGM, responsible for all community hockey (those teams playing within EFHL, inclusive of those that participate in Hockey Alberta Provincial Championships) and is a member of the Hockey Operations Committee.
- 1.8 **“Director of Elite Hockey”** - the person, elected at the Hockey Edmonton AGM, who is responsible for all “Elite” Hockey and is a member on the Hockey Operations Committee.
- 1.9 **“District”** - the geographic area in which a Member Organization is responsible for the operation of a hockey program (often referenced internally as a ‘zone’).
- 1.10 **“Edmonton Federation Hockey League”** - can also be identified as the EFHL or Federation.
- 1.11 **“EMHA”** - (Edmonton Minor Hockey Association) is the legal name of Hockey Edmonton.
- 1.12 **“Executive Committee”** - the elected representatives sit as President, First Vice President, Second Vice President, Director of Elite Hockey, Director of Community

Hockey, 2 Directors at Large, and Treasurer. May also be referred to as '**Officers**'. The Executive Director of Hockey Edmonton is an ex-officio member and recording secretary.

- 1.13 **"Executive Director"** - the senior staff person hired by the association to oversee daily operations of the association as well as lead the association staff and volunteers in carrying out the objectives of the Board and Executive Committee.
- 1.14 **"First Vice President"** - an elected member of the Executive Committee to which some Standing Committees report and will have other duties as conferred by the Board of Directors.
- 1.15 **"General Meeting"** - the General meeting of the association's Board of Directors.
- 1.16 **"Hockey Edmonton Boundaries"** - the area within the corporate limits of the City of Edmonton with the following addition:
 - (a) Edmonton Garrison Residents,
 - (b) Grandfathered players (as per HAB Regulation) from the Enoch Cree Nation as at January 10, 2016;
 - (c) District and Operating boundaries are defined in the Hockey Edmonton Operating Directives
- 1.17 **"Hockey Season"** - the period beginning no earlier than the 1st of August and concluding no later than April 30th of the next calendar year.
- 1.18 **"Member"** - a Hockey Edmonton Club or District.
- 1.19 **"Member Organizations"** – non-voting members of Clubs or Districts and includes the following organizations:
 - (a) The parishes of the Knights of Columbus Hockey Association
 - (b) The operating areas of Districts.
- 1.20 **"Directors"** - the appointed representatives from each Member Organization and the elected members of the Executive Committee; otherwise known as members of the Board of Directors.
- 1.21 **"Operating Area"** - a separate area created when a District is broken down into smaller geographic sub-divisions.

- 1.22 **“Past President”** - the formerly elected President who will assist, in a non-voting capacity, the Board of Directors in the management of the Association for the first year of the newly elected President’s term of office.
- 1.23 **“President”** - an elected member of the Executive Committee who is in charge of the management of the Board of Directors.
- 1.24 **“Quorum”** - the amount of eligible voting Members required before an Association meeting shall proceed.
- 1.25 **“Residence”** - the particular municipal address where a player resides as of September 1 of the Hockey Season.
- 1.26 **“Registered Participant”** - Any person, including but not limited to the parents or legal guardians of any minor aged participant registered in Hockey Edmonton programming, teams, leagues, or similar entity registered with Hockey Edmonton or any of its Members, or any person, affiliated with or associated with, in any capacity whatsoever, any Club, District, Operating Area, team, league, or similar entity participating in games or activities of any kind sponsored or organized by Hockey Edmonton or any of its Members, shall not have membership status within Hockey Edmonton but, rather, shall be referred to throughout these By-Laws as a “Registered Participant”.
- Participation in Hockey Edmonton programming is voluntary. Registration within programming offered by Hockey Edmonton or one of its Members entails acceptance by the Registered Participant, including the parents or legal guardians of any minor aged registrant of the final and binding authority of rules and decisions of the Board, adherence to and observance of the By-Laws, Regulations, Playing Rules and Policies of Hockey Edmonton and acceptance of and subscription to such insurance coverage and Registered Participant registration fees as may be approved and made mandatory from time to time by the Board.
- 1.27 **“Second Vice President”** - an elected member of the Executive Committee to which some Standing Committees report and will have other duties as conferred by the Board of Directors.
- 1.28 **“Semi-Annual Meeting”** - a meeting of the Association held no later than December 30th of each year for the express purpose of receiving the Audited Financial Statements and other matters that properly come before the meeting.
- 1.29 **“Special Resolution”** - a resolution requiring the support of at least three-quarters of the Members entitled to vote at that meeting to pass.

- 1.30 **“Stakeholders”** - means those involved in the delivery of a hockey program, directly or indirectly, including but not limited to: Leagues, LMHA’s, Clubs, Districts, Operating Areas, Teams, Officials, Registered Participants (and Parents of same), Volunteers, etc.
- 1.31 **“Treasurer”** - an elected member of the Executive Committee in charge of financial affairs of the Association.

2.0 NAME AND PURPOSE

The name of the organization shall be the Edmonton Minor Hockey Association, or the EMHA, operating under the name of Hockey Edmonton.

Hockey Edmonton is the authorized self-governing body for all minor hockey in the City of Edmonton as per operating authority granted by Hockey Alberta and Hockey Canada.

A Special Resolution passed by the Members is required to make any amendment to the organization's name.

3.0 BOUNDARIES

The boundaries of Hockey Edmonton shall be the official municipal boundaries of the City of Edmonton.

Edmonton Garrison residents, and “Grandfathered Players” (as per HAB Regulation) from the Enoch Cree Nation as at January 10, 2016 shall also be considered to be within the boundaries of Hockey Edmonton.

4.0 FISCAL YEAR

The fiscal year of Hockey Edmonton begins on July 1 and ends on June 30 the following year, unless otherwise determined by the Board by way of Ordinary Resolution.

5.0 COMPLIANCE

Hockey Edmonton is a self-governing organization. Membership in Hockey Edmonton and its constituent bodies is voluntary. Membership in Hockey Edmonton includes:

- 5.1 acceptance of the final and binding authority of Hockey Edmonton, Hockey Alberta and Hockey Canada;
- 5.2 adherence to and observance of the By-Laws, Regulations, Playing Rules, Policies and related decisions of Hockey Edmonton, Hockey Alberta and Hockey Canada;

- 5.3 acceptance of and subscription to such insurance coverage and membership fees as may be approved and made mandatory by Hockey Edmonton, Hockey Alberta and Hockey Canada from time to time;
- 5.4 acceptance of the final and binding authority of the IIHF in relation to all international matters;
- 5.5 acknowledgement that the Members share the same goals, philosophies and responsibilities and are to be governed by a uniform set of rules and regulations that Hockey Edmonton, Hockey Alberta and Hockey Canada may establish from time to time.

6.0 GOVERNING HOCKEY RULES

The Association shall adopt the Official Hockey Rules of Hockey Canada as adopted and amended from time to time by Hockey Canada. The Association shall have the power to institute such additional rules to apply to members of the Association so long as these rules are not less restrictive than the rules of Hockey Alberta and Hockey Canada and these rules would not contravene existing Hockey Alberta, Hockey Canada or governing league rules.

7.0 MEMBERSHIP

7.1 Regular Membership

- 7.1.1 Subject to the conditions precedent set out herein and compliance with these Bylaws and the Operating Directives, regular membership in Hockey Edmonton is open to the following:
 - (a) An Athletic Club within the municipal limits of the City of Edmonton specifically chartered and incorporated to deliver elite hockey programs for male and or female athletes that satisfies the requirements of the Board from time to time for regular membership; and
 - (b) A District program operating within a defined territory within the municipal limits of the City of Edmonton specifically chartered and incorporated to deliver recreational, community and/or competitive hockey programs for male and female athletes that satisfies the requirements of the Board from time to time for regular membership
- 7.1.2 As a condition precedent to membership in Hockey Edmonton, each prospective Member shall agree that:
 - (a) Hockey Edmonton is the sovereign authority concerning Amateur hockey in the City of Edmonton, subject only to the right of appeal to Hockey Alberta;

- (b) it shall unconditionally obey and abide by:
 - (i) the Bylaws, Regulations and policies of Hockey Edmonton; and
 - (ii) the Rules and the Bylaws and Regulations of Hockey Alberta as well as Hockey Canada; and any amendments thereto as are in force from time to time; and
 - (iii) it will abide by the interpretation of the Board with respect to such Bylaws, Operating Directives and policies of Hockey Edmonton and the Rules and the bylaws and regulations of Hockey Alberta as well as Hockey Canada, subject only to the rights of appeal as provided for by the bylaws of Hockey Alberta and Hockey Canada.

- 7.1.3 Membership may be acquired by application to the Board, in a form reasonably acceptable to the Board together with the following:
 - (a) the annual dues for Members as determined in section 7.9: Membership Fees;
 - (b) a copy of the applicant's constitution, objectives, bylaws and regulations;
 - (c) a complete list of the names, addresses and phone numbers of the applicant's officers, which shall consist of at least a president and secretary; and
 - (d) the address of the applicant for notice, including, but not limited to, an email address if the applicant wishes to provide one.

- 7.1.4 The constitution, bylaws and regulations of the applicant may be more restrictive, but not less restrictive and, in the case of any conflict or inconsistency, must be subject to the Bylaws, Regulations and policies of Hockey Edmonton.

- 7.1.5 The Board shall have the sole and absolute right to accept or refuse an application for membership in Hockey Edmonton.

- 7.1.6 Membership in Hockey Edmonton shall take effect upon the acceptance of the application by the Board.

- 7.1.7 Each Member shall notify Hockey Edmonton of any amendments to its bylaws and regulations and of any changes of its directors and officers, immediately following any such change.

7.2 Operating Areas

- 7.2.1 Districts shall have the authority to create administrative units, referred to as Operating Areas (or Parishes when referring to Knights of Columbus) to better manage the delivery of hockey programs within their respective Districts.
- 7.2.2 Stewardship and oversight of Operating Areas, of all nature, has been delegated to the respective District.
- 7.2.3 Districts are to ensure that all registered participants within their District have reasonable and equitable access to all programs and categories of play.
- 7.2.4 Hockey Edmonton may provide services to Operating Areas directly in the same manner as they would for registered participants of a District with the understanding that organizational hierarchy and communication protocols are to be respected and that direct delivery is for efficiency not circumvention.

7.3 Associate Memberships

- 7.3.1 The Board shall have the sole and absolute right to accept or refuse an application for Associate Membership in Hockey Edmonton.
- 7.3.2 Associate Members shall not be voting members but shall be entitled to attend and take part in meetings of the Members.
- 7.3.3 An Associate Membership may be acquired by an organization applying in writing to the Board and such membership shall take effect upon the approval by the Board.
- 7.3.4 Associate Members shall be entitled to the usual services provided to other Members, including the right to send representatives to clinics and schools conducted by Hockey Edmonton.

7.4 Life Memberships

Life membership is the highest honour which may be bestowed by Hockey Edmonton. It is to be awarded to individuals only for very distinctive services those individuals have provided to Hockey Edmonton. Nominations for Life Membership must be forwarded to the Board in writing thirty (30) days prior to the 1st day of March in each year, with the endorsement of at least four (4) Members on the nominating papers for each proposed Life Member. Life Members shall act in an advisory capacity to the Board and shall not be eligible to vote on any issue.

The Board shall appoint Life Members as per Policy.

7.5 Registered Participant

Any person, including but not limited to the parents or legal guardians of any minor aged participant registered in Hockey Edmonton programming, teams, leagues, or similar entity registered with Hockey Edmonton or any of its Members, or any person, affiliated with or associated with, in any capacity whatsoever, any Club, District, Operating Area, team, league, or similar entity participating in games or activities of any kind sponsored or organized by Hockey Edmonton or any of its Members, shall not have membership status within Hockey Edmonton but, rather, shall be referred to throughout these By-Laws as a "Registered Participant".

7.6 Voluntary Nature

Participation in Hockey Edmonton programming is voluntary. Registration within programming offered by Hockey Edmonton or one of its Members entails acceptance by the Registered Participant, including the parents or legal guardians of any minor aged registrant of the final and binding authority of rules and decisions of the Board, adherence to and observance of the By-Laws, Regulations, Playing Rules and Policies of Hockey Edmonton and acceptance of and subscription to such insurance coverage and Registered Participant registration fees as may be approved and made mandatory from time to time by the Board.

7.7 Ceasing to be Member

7.7.1 Resignation or Withdrawal

Any Member, Associate Member or Life Member may resign or withdraw from membership in Hockey Edmonton by submitting its resignation in writing to the Board. Upon such resignation becoming effective, such member shall forfeit its rights and privileges in Hockey Edmonton but will remain liable for any financial obligations that are outstanding at the time of resignation.

7.7.2 Expulsion

- (a) A Member may be expelled from membership in Hockey Edmonton by a resolution passed by two-thirds (2/3) of the Members at a Special Meeting called for that purpose. No Member, Associate Member or Life Member shall be expelled without being notified of the complaint against it or without having first been given an opportunity to be heard by the Members at the aforesaid meeting.
- (b) The Board may, by a vote of two-thirds (2/3) of the Directors, expel any Member who has failed to pay any membership dues required by the Board to be paid in order to remain a member of Hockey Edmonton.

7.7.3 Loss of Membership

A Member shall cease to be a Member by resignation, withdrawal or expulsion.

7.8 Hockey Alberta and Hockey Canada

7.8.1 Hockey Edmonton shall operate as a member of Hockey Alberta and Hockey Canada. In accordance with the bylaw requirements of Hockey Alberta and Hockey Canada, the Association shall:

- (a) conform and comply with the objectives and satisfy the requirements of same as required;
- (b) unconditionally commit to obey and abide by Hockey Alberta's and Hockey Canada's Constitution, Bylaws and Regulations;
- (c) recognize Hockey Alberta as the governing body in the Province of Alberta subject only to a right of appeal to Hockey Canada;
- (d) work for the betterment of hockey by:
 - (i) the promotion and use of Hockey Alberta and Hockey Canada training programs, facilities and literature where considered practicable by the Association;
 - (ii) making recommendations for improvement in rules, training programs, and all aspects of development by way of presentations to the various Hockey Alberta councils and attendance by the Association Executive at Hockey Alberta annual meetings.

7.9 Membership Fees

Hockey Edmonton will establish the membership fees, dues and other charges to be paid by members and the time and terms for paying such fees, dues and other charges from time to time, including but not limited to, the costs of ice and deposits toward the costs for ice for any member.

7.10 Liability for Fees

A member will remain liable for payment of any dues, fees or amounts levied or which become payable by it to Hockey Edmonton prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any member who resigns or is expelled from Hockey Edmonton will forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Directors, the member who has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time. A member who resigns or withdraws from membership may be eligible to a partial refund of any dues, fees or amounts paid by the member. Any such refund will be at the discretion of the Directors and will take into account any costs incurred by Hockey Edmonton as a result of the resignation or withdrawal.

8.0 BOARD OF DIRECTORS

8.1 Duties of the Board of Directors

8.1.1 Directors must:

- (a) Perform all duties and obligations required by these Bylaws, the Operating Directives, and applicable legislation;
- (b) Ensure that the business and affairs of the Association are conducted in accordance with these Bylaws, Operating Directives, and any applicable legislation;
- (c) Participate in developing and evaluating policies and programs of the Association including policies respecting the organization, administration and operation of the Association;
- (d) Participate in Board meetings, committee meetings and meetings of other bodies to which they are appointed by the Board.

8.1.2 Each Member Organization shall appoint its accredited representative(s) under the signature of its president in the following manner:

- (a) A representative shall be appointed by each district of Hockey Edmonton; one each from Northwest District, Northeast District, Southwest District, Southeast District, Knights of Columbus Hockey Association (BB program) and Edmonton Girls Hockey Association;
- (b) A representative shall be appointed by each club of the "Elite" Council; one each from the Canadian Athletic Club, Maple Leaf Athletic Club, Knights of Columbus Hockey Association (Elite program) and South Side Athletic Club, respectively;

8.1.3 The Organizations shall not be entitled to appoint accredited representatives to the Board of Directors unless they advise Hockey Edmonton of the names and addresses of its officers who shall consist of at least a president and secretary.

8.1.4 In the event that the accredited representative to the Board of Directors is unable to attend any General Meeting, their alternate, who must be an executive member of that Organization, may attend the General Meeting in their place. To be an accredited representative of the member organization, the name of such alternate is required to be submitted in writing to the Hockey Edmonton Office the beginning of the year. The signature of the president or secretary of the Organization is required along with a completed Conflict of Interest Declaration.

8.1.5 Expulsion from Membership:

- (a) A Director or Member who does not conduct themselves in accordance with the Rules and Regulations or be detrimental to the wellbeing of Hockey Canada, Alberta or Edmonton may be expelled from membership from Hockey Edmonton. An expulsion resolution must be passed by three quarters (75%) of the Board in a meeting called for that purpose. Thirty days prior notice in writing of the intention to place such Special Resolution before the Association must be given and no Director or Member shall be expelled without having first been given an opportunity to be heard by the Members at the aforesaid meeting.
- (b) The Board may, by a vote of three quarters of the Directors, expel or suspend any Member who has failed to pay to the EMHA membership dues.

8.1.6 Honorary life membership may be conferred upon any individuals at any meeting of the Association by the majority of eligible voting Members in attendance.

8.1.7 Each Organization shall pay such membership dues to the Association as are fixed from time to time by the Board of Directors and approved at an Association meeting.

9.0 Conflict of Interest

9.1.1 A director is in a conflict of interest when there is the potential to favour personal interests, or those of other people, over the interests of the organization.

9.1.2 Since directors are representatives of Hockey Edmonton, they must always act in the organization's best interests and put aside the interests of members, donors or other people or organizations when making decisions. They must also put aside the interests of their family, friends, creditors, a political party they are associated with, etc.

9.1.3 Conflicts of interest can sometimes be subtle. Directors must therefore react as soon as a situation raises doubts. In other words, when there is the "appearance" of conflict of interest.

9.1.4 The law asks that directors take reasonable steps to avoid finding yourself in a conflict of interest.

9.1.5 Directors are required to fill out a Hockey Edmonton "Conflict of Interest Statement." Directors should disclose all of their conflicts of interest that they know about.

9.1.6 For conflicts of interest after that time, they should disclose them no later than the first board of directors meeting following the moment where they realized they had a conflict of interest.

10.0 MEETINGS

10.1 Meeting Guidelines

- 10.1.1 The Annual General Meeting of the Association shall be held in the month of May no later than the fourth Wednesday. Notice of the Annual General meeting shall be deemed to be effectively given to the Members through the placement of a Notice of the Annual General Meeting by the Association on the Association website for a period of Twenty-One (21) days before the meeting date of the Annual General Meeting. Notice of the Annual General Meeting shall set out the time, place, date and agenda for such Annual General Meeting.
- 10.1.2 A Semi-Annual Meeting of the Association shall be held no later than December 30th of each year for the express of receiving the Audited Financial Statements and other matters that properly come before the meeting.
- 10.1.3 Special meetings must be called within 14 days by the President upon receipt, by the Hockey Edmonton office, of a written request signed by at least three members of the Board of Directors. Notice of Special meetings shall be deemed to be effectively given to the Members through the placement of a Notice of the Special Meeting of the Association on the Association website for a period of Fourteen (14) days prior to the meeting date of the Special Meeting. Notice of the Special Meeting shall set out the time, place, date and agenda for such Special Meeting.
- 10.1.4 A Quorum for:
- (a) an Association meeting shall be **10 members**, except as provided below;
 - (b) an Association Executive Committee meeting shall be **4 members**.
 - (c) If a quorum is present at the opening of the meeting, the meeting may proceed even if a quorum is not present throughout the meeting. (Canadian Non-Profit Act 164-3).
- 10.1.5 All Association General meetings shall be open to the public, but only members of the Board of Directors and Executive Committee shall be entitled to vote and take part in debates or address the meeting, except as otherwise provided in these Bylaws and Rules. Any other individual requires the permission of the Chairperson before they may address any Association meeting.
- 10.1.6 From mid-August through the end of May a minimum of four (4) General Meetings shall be convened.

- 10.1.7 If a Quorum is not present, the meeting will be adjourned to the next Wednesday at which time those present and entitled to vote shall constitute a quorum. Notice of the re-scheduled meeting shall be given to all Directors. Notice of the date of General meetings shall be by previous meeting minutes within 14 days and by listing of the dates to be circulated at the beginning of each season.
- 10.1.8 The President will, when present, act as chairman at all meetings of the Executive and Board. In the absence of the President, a Vice-President will act as chairman in the place and stead of the President and, in the absence of both the President and the Vice-Presidents, a chairman will be selected by a majority of those Directors present.

10.2 Voting at Association Meetings

- 10.2.1 The Board of Directors, if personally present at a General Meeting, shall be entitled to vote.
- 10.2.2 No more than one vote shall be exercised by any one person at any Association meeting.
- 10.2.3 Except as stated below, voting at General Meetings may be by show of hands, by a standing vote, or by secret ballot, but only those persons present and entitled to vote, shall be recognized. Any two persons present and entitled to vote may demand a vote by secret ballot.
- 10.2.4 All voting at elections, where a position is contested, shall be by secret ballot.
- 10.2.5 If a ballot is required, the President must direct the manner and timing in which the ballot is to be taken.
- 10.2.6 Following a show of hands or count of a secret ballot a declaration by the President that a resolution has been:
- (a) Carried,
 - (b) Carried unanimously,
 - (c) Carried by a particular majority, or
 - (d) Lost.
- 10.2.7 And an entry to that effect in the minutes of the Annual or General meeting, or a certificate of the President to that effect is conclusive evidence of that fact, without proof of the number or proportion of the votes cast in favour or against the resolution.

10.3 Meeting Procedures

- 10.3.1 The rules contained in “Robert’s Rules of Order, Revised” shall govern all meetings in all cases where they are applicable, however, the Bylaws of the Hockey Edmonton will supersede where applicable.
- 10.3.2 The order of business at every General Meeting, including the Annual General Meeting, shall, unless it is varied by the unanimous consent of those persons present and entitled to vote at the meeting, be as follows:
- (a) Reading and adoption of the minutes of the last meeting;
 - (b) Delegations authorized by the Board of Directors;
 - (c) Addition to the Agenda;
 - (d) Business arising out of the minutes;
 - (e) Correspondence;
 - (f) Reports of Executive Officers, Committee Chairpersons, and League Directors;
 - (g) Unfinished business;
 - (h) New business, including declaration of accredited representatives, elections and ratifications of appointments.

11.0 AMENDMENTS TO BYLAWS & OPERATING DIRECTIVES

- 11.1 These bylaws may be rescinded, altered or added to by Special Resolutions of the Association, with notice of such resolution to be given at least twenty-one days prior to the Annual General Meeting or Special Meeting at which it is intended to present the Special Resolution. A vote of three quarters (75%) of the members attending is required to pass such Special Resolution.
- 11.2 The Operating Directives of the Association may be rescinded, altered or amended by a 60% majority vote of the Board, which shall be binding on all Members.
- 11.2.1 Any changes to the Operating Directives must be:
- (a) Must be presented to the Executive Committee for analysis prior to presentation to the Board of Directors for adoption;
 - (b) Circulated to the Board no less than ten (10) days prior to the meeting;
 - (c) Reported to the members in a timely fashion.

- 11.2.2 In the case of a conflict between the Bylaws and the Operating Directives the provisions of the Bylaws Prevail.

12.0 INDEMNITY

- 12.1 The Association must indemnify any of the following in respect of any legal action taken against any of the following for anything done or omitted to be done in the course of their duties while acting in good faith under these Bylaws:
- 12.1.1 Members of the Board,
 - 12.1.2 Employees of the Association,
 - 12.1.3 Agents of the Association,
 - 12.1.4 Members of standing committees appointed under these Bylaws, and
 - 12.1.5 Any person who acts on the instructions of any individual or committee referred to in sub clause (12.1.1) through (12.1.3).

13.0 ADMINISTRATION

- 13.1 The fiscal year-end of the Association shall be on the 30th day of June of each year.
- 13.2 The seal of the Association shall be kept at such places as is determined by the Board of Directors and the Seal shall only be used at such times and under such circumstances as directed by the Executive Committee.
- 13.3 The preparation and custody of all meeting minutes, proceedings of meetings, agendas and such records and books deemed necessary to the operation Hockey Edmonton will be the responsibility of the Hockey Edmonton Executive Director.

14.0 BUDGET

- 14.1 Before the start of each fiscal year, a proposed budget must be developed for that fiscal year and presented to the Board for approval.
- 14.2 The budget must be prepared and presented to the Executive Committee on or before the April meeting in order for it to be presented at the May Board Meeting in its original or amended form.
- 14.3 The following individuals should be included in the budget procedure:
- 14.3.1 President,

- 14.3.2 Vice Presidents,
- 14.3.3 Treasurer,
- 14.3.4 Chair of Ice Management Committee, and
- 14.3.5 Executive Director.

15.0 INSPECTION OF BOOKS & RECORDS

- 15.1 The Board of Directors shall cause such books and records to be kept by the Association as may, from time to time, be determined by the Board of Directors and as may be required by the provisions of the Societies and Non-Profit Act.
- 15.2 The books and records of the Association will be open to inspection by any Executive member at all reasonable times, and open to inspection by any accredited representative of a Member Organization upon two days' notice in writing to the Hockey Edmonton office.

16.0 BOOKS OF ACCOUNT & AUDIT

- 16.1 The Board of Directors shall cause proper books of account to be kept by the Association, so as to keep and maintain a true and accurate record of all financial transactions, liabilities and assets of the Association and will, at all times, comply with the provisions of The Societies and Non-Profit Act in this regard.
- 16.2 The records and books of account of the Association shall be audited annually by a qualified accountant who shall not be an officer of the Association. The Executive Committee will set a date by which the annual audit shall be completed, and the findings submitted to the Hockey Edmonton Board and its members.

17.0 BANKING

- 17.1 The Executive Committee may open one or more bank accounts for the Association, designate signing officers in accordance with the provisions of these Bylaws, generally execute all documents and do all things incidental to, or in connection with, the transaction of the Association's business with its chartered bank, trust company, credit union, or treasury branch.
- 17.2 For the purpose of carrying out its objectives the Association may draw, make, accept, endorse, discount, execute and issue cheques, Promissory Notes and Bills of Exchange, but only to the extent from time to time authorized by resolution of the Board of Directors.

18.0 BORROWING POWERS

- 18.1 For the purpose of carrying out its objectives, the Association, with the approval of a Special Resolution, may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures.

19.0 SIGNING AUTHORITY

- 19.1 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the Association will be signed by two people with signing authority.

- 19.2 For the purposes of this section, the following people have signing authority:

19.2.1 President,

19.2.2 First Vice President

19.2.3 Treasurer, and

19.2.4 Executive Director.

- 19.3 All contracts and documents requiring execution by the Association shall be signed by any two signatures and the seal of the Association affixed thereto.

20.0 SPENDING

- 20.1 No officer or committee chair shall spend in excess of two thousand (\$2,000) dollars or incur any indebtedness on behalf of Hockey Edmonton without the express prior authority from the Executive Committee. Money spent must be in the approved budget of Hockey Edmonton.

- 20.2 President has the authority to approve spending of up to ten thousand dollars (\$10,000) dollars on behalf of Hockey Edmonton and must be reported to the Executive Committee at the next meeting. The President cannot incur indebtedness on behalf of Hockey Edmonton without the express prior authority from the Executive Committee and the Board of Directors.

- 20.3 Executive Director has the authority to spend within the limits of the approved budget and in emergencies up to ten thousand dollars (\$10,000) dollars on behalf of Hockey Edmonton and must be reported to the Executive Committee at the next meeting. The Executive Director cannot incur indebtedness on behalf of Hockey Edmonton without the express prior authority from the Executive Committee and the Board of Directors.

21.0 EXECUTIVE COMMITTEE

21.1 Powers

The Executive Committee shall serve as the administrative body of the Association.

For the purpose of carrying out the objects of Hockey Edmonton, in the absence of the Board, the Executive shall manage the business and affairs of Hockey Edmonton and shall exercise all of the powers and do all such acts and things as may be exercised or done by Hockey Edmonton and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise.

The powers and duties of the Executive includes, without limiting the generality of the foregoing, the power to borrow, raise or secure the repayment of money in such manner and upon such terms and conditions as the Board deems fit and, in particular, by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of Hockey Edmonton, subject to the approval of the Members by way of Special Resolution.

The Executive Committee shall be responsible to bring forward to the board policy and procedures for the Association and set fees, make payments and disburse revenues, as required.

The Executive Committee may create standing committees to perform specific tasks, as necessary.

21.2 Executive Committee Positions

The Executive Committee of the Board of Directors will consist of the following positions. Each carry one vote on all issues that are brought before the Board of Directors:

21.2.1 **President** – elected each odd numbered year to serve a two (2) year term. The President may not serve more than two (2) terms consecutively in this position.

21.2.2 **First Vice President**– elected each odd numbered year to serve a two (2) year term. The First Vice President may not serve more than two (2) terms consecutively in this position. The incumbent would typically be assigned the developmental portfolio and, additionally, be expected to be candidate for position of President as vacancies occur.

21.2.3 **Second Vice President**– elected each even numbered year to serve a two (2) year term. The Second Vice President may not serve more than two (2) terms consecutively in this position. The incumbent would typically be expected to be candidate for position of First Vice President as vacancies occur.

21.2.4 **Director of Community Hockey** – the person responsible for all EFHL Hockey as elected in even numbered years to a two (2) year term at the Hockey Edmonton AGM and who may not serve more than two (2) terms consecutively in this position

- 21.2.5 **Director of Elite Hockey** – the person responsible for all Elite Hockey as elected at the Hockey Edmonton AGM in odd numbered years a two (2) year term and who may not serve more than two (2) terms consecutively in this position
- 21.2.6 **Treasurer** – serves a 2-year term – elected on odd numbered years to a two (2) year term and may not serve more than two (2) terms consecutively in this position.
- 21.2.7 **Directors at Large** –two (2) who each serve 2-year terms – 1 elected odd numbered years and 1 elected even numbers. Nominees will be individuals from the community or hockey community who bring specific subject matter expertise to the board such as legal, financial, or community connections.
- 21.2.8 **Past President** – (previous president) contingent on it being the Presidents first term of office. The formerly elected President who will assist, in a non-voting capacity, the Board of Directors in the management of the Association for the first year of the newly elected President’s term of office. Fills the president’s term should they be unable to continue; until such time that the board is able to vote a new president in.

21.3 Voting for Executive Committee Positions

- 21.3.1 An Executive Committee member may vote in the election of their own or any other elected Executive Committee position. Accredited representative from each Member Organization may vote in the election of the Executive Committee as per the number of votes according to the voting structure.
- 21.3.2 A nominating committee shall be struck, conduct interviews with all candidates and provide a recommended slate of candidates. They will also conduct interviews and provide recommendations on all mid-term appointments.

22.0 ELECTION OF OFFICERS & APPOINTMENT OF STANDING COMMITTEE CHAIRPERSONS & LEAGUE DIRECTORS

- 22.1 Any member in good standing of a Member Organization in good standing shall be eligible for election or appointment as an Officer, as a Chairperson of any Standing Committee, or as a League Governor of the Association provided, however, that members of the Executive Committee shall not be a president or director of a Member Organization at the same time.
- 22.2 With support of a simple majority of the Board of Directors a member of the Executive Committee may participate as a Coach, Manager or Trainer of any Community team within Hockey Edmonton during their term of office.
- 22.3 Nominations for any individuals wishing to run for any position on Hockey Edmonton Executive Committee must be presented to the Nominating Committee thirty (30) days prior to the

election date with a clear statement of the position that the Nominee is seeking. There will be no nominations accepted from the floor.

22.4 To be eligible for nomination for the position of:

22.4.1 President, the candidate must have served at least one year as a member of the current Executive Committee,

22.4.2 Vice President, the candidate must have previously served at least one year as a member of the Board or Executive Committee.

22.5 In the event of a vacancy occurring in any position of any Standing Committee, or Executive Committee as a result of resignation, death, removal, or otherwise, the Board of Directors shall be entitled to fill the vacancy by appointment for the remainder of the term: however this appointment is subject to confirmation by the next Annual General Meeting of the Association. The only exception to this is the position of Past President.

22.6 Removal or replacement

22.6.1 Any Officer, Director, Standing Committee Chairperson, or League Governor may be removed from office by a Special Resolution passed at a General Meeting or Annual General Meeting, at which time a replacement for the person removed shall be appointed to serve for the remainder of the term.

22.6.2 If any Officer or, Director, misses three consecutive meetings, without just cause, which shall be determined by the Board, they may, on motion, be dismissed and replaced by another Member.

22.7 At their Annual General Meeting, each Member Organization shall appoint their accredited representative who shall become a member of the Hockey Edmonton Board of Directors. Hockey Edmonton will be informed of the representative and a single alternate from their Executive Committee in writing along with a completed conflict of interest forms.

22.8 Resignations

22.8.1 Any elected Executive Member, appointed Executive member, or Committee chair may resign at any time by informing the President in writing.

22.8.2 Upon the resignation, death, or removal of any accredited representative of a Member Organization from the Board of Directors, the Member Organization shall forthwith appoint a representative to fill the resulting vacancy for the balance of term. If the Member Organization does not do so within thirty days of the vacancy, the Board of Directors shall appoint a member of that Member Organization to the Board of Directors for the balance of that term.

23.0 POWER & RESPONSIBILITIES OF THE BOARD OF DIRECTORS & PRESIDENT

- 23.1 The Board of Directors shall implement all resolutions of the Association, exercise all powers, and do all acts and things that the Association is authorized pursuant to these Bylaws, Operating Directives, and the Societies and Non-Profit Act.
- 23.2 The Board of Directors shall be responsible for recommending Bylaw change at the General Meeting, but such Bylaws shall not be implemented or acted upon until approved by the passing of a resolution at an Annual General Meeting or Special Meeting of the Membership.
- 23.3 The Executive Committee shall be responsible for recommending Policy change and changes to the Operating Directives. The Board of Directors has the authority to approve the policy at a General Meeting. Unless otherwise noted, all policies are effective immediately.
- 23.4 At each Association meeting:
- 23.4.1 The President or a member of the Executive Committee shall report on all decisions made and actions taken by the Executive Committee since last Association meeting;
 - 23.4.2 The Treasurer shall submit a report on the current financial condition of the Association;
 - 23.4.3 The Vice Presidents, Directors, and Executive Director shall report on all decisions and actions taken by them and the committee portfolios they are responsible for.
- 23.5 The Chairperson of each Standing Committee and the League Directors shall be entitled to attend all meetings of the Board of Directors and shall be entitled to take part in discussion when called upon by the President.

24.0 DELEGATION OF AUTHORITY

- 24.1 The Directors may delegate any of their authority to a committee or individual except its authority to:
- 24.1.1 borrow money;
 - 24.1.2 expel or indefinitely suspend a member; or
 - 24.1.3 fill a vacancy on the Board of Directors.
- 24.2 All committees will be committees of the Board of Directors of Hockey Edmonton and may be ad hoc committees, or temporary committees or standing committees intended to operate each year within the Hockey Edmonton program.

- 24.3 The Directors will establish and amend from time to time the terms of authority and operation for each committee created by them and may dissolve or merge any committees they create.

25.0 HONORARIA

- 25.1 The Board of Directors may authorize payment of honorarium to such persons as may be considered appropriate.
- 25.2 Officers and/or members of the Board of Directors cannot receive remuneration from the Association.

26.0 STANDING & SPECIAL COMMITTEES

26.1 STANDING COMMITTEES

- 26.1.1 The Executive Committee, at their first meeting following the AGM, shall have the power to appoint Standing Committee Chairs who will report to the Vice Presidents, Directors or Executive Director as designated by the Executive Committee. These Standing Committees will serve for a two year term..
- 26.1.2 All monies received or collected by any such committees or any member of such committee from the operation of the committee shall be submitted to the Hockey Edmonton Treasurer, and immediately deposited in the Hockey Edmonton bank account. The Treasurer can create a set of ledger accounts to reflect the revenue and expenses of a Standing Committee .
- 26.1.3 The Annual Operating Budget of each Standing Committee for the next Hockey Season must be submitted within the budget development process.
- 26.1.4 All expenditures of a Standing Committee must have the prior approval of the Board of Directors.
- 26.1.5 No Standing Committee can:
- (a) expend or commit itself to spend any amount in excess of its Annual Operating Budget in any fiscal year without the prior approval of the Board of Directors; or
 - (b) spend in excess of its Annual Operating Budget for any specific item, in any fiscal year, without the prior authorization of the Board of Hockey Edmonton.

26.2 STANDING COMMITTEE TERMS of REFERENCE

26.2.1 The Executive Committee will establish Terms of Reference for all Standing Committees. Terms of Reference should include the following:

- (a) Name of Committee,
- (b) Length of Committee term,
- (c) Chair of Committee,
- (d) Members of Committee,
- (e) Key Responsibilities,
- (f) Key Accountabilities,
- (g) Limits of Authority,
- (h) Key working relationships (internal and external).

26.2.2 The term of office of each member shall expire at the end of the Chairperson's term of office which coincides with the term of the President.

26.2.3 Any person, who is a member in good standing of a Member Organization in good standing, shall be eligible for appointment and re-appointment as a member of a Standing Committee.

26.3 SPECIAL COMMITTEES

In addition to Standing Committees, the Executive Committee and Board of Directors may create Special Committees as deemed necessary which shall carry out functions, and otherwise act in accordance with resolutions as passed by the Board of Directors. All provisions of these bylaws that relate to Standing Committees will (unless otherwise stated) apply to each Special Standing Committee.

26.4 REGULATIONS & PROCEDURES OF STANDING & SPECIAL COMMITTEES

26.4.1 Subject to compliance with these Bylaws and with the resolution (if any) which created a committee or the operating directive applying to that committee, a committee may adopt rules and regulations for the internal administration of the committee as it may deem appropriate. These rules and regulations are subject to review and amendment at any time by the Executive Committee and Board of Directors.

26.4.2 Changes to operations or policy must be directed to the Executive Committee for analysis before presentation to the Board of Directors for adoption. Operational or policy changes will not occur unless the above process has been followed.

- 26.4.3 Committees shall meet at the call of the Chairperson of the committee at such intervals as the Chairperson shall deem necessary. The Chairperson shall call a meeting of the committee immediately, if requested to do so by the Executive Committee.

26.5 DUTIES OF STANDING & SPECIAL COMMITTEE CHAIRPERSONS

- 26.5.1 Each Chairperson shall be responsible to the Board of Directors, via their assigned Vice President, Director or the Executive Director for the actions of their committee. The Chairperson shall not make a contractual or financial arrangement on behalf of their committee or on behalf of the Association.
- 26.5.2 The Chairperson shall, on behalf of their committee, submit where applicable, the Annual Operating Budget to the Treasurer at least one month prior to the end of each fiscal year.
- 26.5.3 When authorized by the Executive Director-, a Chairperson has the power to requisition petty cash within the limits of the authorization. Receipts or vouchers shall be produced to the Treasurer, covering all previous expenditures when each requisition is made by the Chairperson. The Chairperson must, at least one month before the fiscal year end of the Association, make a final accounting of all funds received to the satisfaction of the Executive Committee.

27.0 GENERAL

- 27.1 Notwithstanding anything contained herein to the contrary, every committee shall be responsible to, and shall comply with, any decision of the Board of Directors or the resolutions of the Association passed at the General Meetings or Annual General Meeting.
- 27.2 Notwithstanding anything contained herein to the contrary, the Board of Directors shall be responsible to, and shall comply with, any resolution of the Association passed at the General Meetings or Annual General Meeting.

28.0 DISSOLUTION STATEMENT

- 28.1 The Board at the commencement of the winding up, dissolution, or liquidation of the Association shall be responsible for the selection of the recipient or recipients of all remaining gaming proceeds subject to the approval of the Alberta Gaming and Liquor Commission.
- 28.2 Upon winding up, dissolution, or liquidation of the Association, operating assets remaining after the paying of debts and liabilities, shall be transferred to Hockey Alberta.

29.0 HOCKEY EDMONTON VOTING STRUCTURE

29.1 Executive Committee

President	1 vote
First Vice President	1 vote
Second Vice President	1 vote
Director of Elite Hockey	1 vote
Director of Community Hockey	1 vote
Treasurer	1 vote
Director Odd Years	1 vote
Director Even Years	1 vote
Past President	No vote
Executive Director	No vote
Total votes: 8	Quorum: 4

29.2 Board of Directors

President	1 vote
First Vice President	1 vote
Second Vice President	1 vote
Director of Elite Hockey	1 vote
Director of Community Hockey	1 vote
Treasurer	1 vote
Director Odd Years	1 vote
Director Even Years	1 vote
CAC Representative	1 vote
MLAC Representative	1 vote
SSAC Representative	1 vote
K of C "AA" Representative	1 vote
EFAC Representative	1 vote
NW District Representative	1 vote
NE District Representative	1 vote
SW District Representative	1 vote
SE District Representative	1 vote
K of C (Community) Representative	1 vote
EGHA Representative	1 vote
Past President	No vote
Executive Director	No vote
Total votes: 17	Quorum: 10