



Lethbridge Minor Hockey Association

BYLAWS

Article 1 - Preamble

- 1.1** The name of the society is the Lethbridge Minor Hockey Association, which may also be referred to as LMHA.
- 1.2** The following articles set forth the Bylaws of the Lethbridge Minor Hockey Association.
 - 1.3.1** The mission of the Lethbridge Minor Hockey Association is to;
Provide an opportunity for youth within the Lethbridge Minor Hockey Association boundaries to participate in a structured hockey program.
 - 1.3.2** The vision of the Lethbridge Minor Hockey Association is to;
Create an environment that supports the learning of skills in a safe, fun, and supportive community atmosphere

Article 2 - Membership

2.1 Classification of Members

There are three categories of members:

- (a) Regular Members
- (b) Associate Members
- (c) Honorary Members

2.1.1 Regular Members

Regular members of the LMHA include;

The parent(s) or legal guardian(s) of a child(ren) participating in the LMHA, team officials, referees, executive members and governors. These members must be genuinely interested in the objectives of the association.

The membership of LMHA shall support, endorse, and sign the Fair Play Code document when players are registered each season. Each regular member will receive a vote to a maximum of two votes per family.

2.1.2 Associate Members

Those teams, associations or affiliates playing or conducting hockey in Lethbridge, who agree to comply with LMHA rules and decisions, may become members of the association by a favourable vote passed by a majority at a meeting of the Board of Directors of LMHA.

The Board may set an associate membership fee to be paid by the associate member.

An associate member shall not have any affiliation with any other league or hockey association not under Alberta Hockey and the Canadian Hockey Association without the written consent of the LMHA.

An associate member shall not have any constitution, bylaws, rules, or regulations detrimental to LMHA.

Associate members shall have one vote at the annual general meeting and at any other general meetings.

2.1.3 Honorary Members

Honorary members of LMHA may be elected by a majority of members voting at the annual general meeting as an indication of appreciation for services to the LMHA. The term of membership will be specified at the time of election. An honorary member does not vote at general meetings.

2.2 Withdrawal of Members

Any member may withdraw from the LMHA with notice in writing delivered to the registered office of LMHA. Receipt of the letter at the office determines the effective date of withdrawal. The Board in its sole discretion may decide for each withdrawal whether any fees or portion of fees will be refunded. A former member is liable for any debts owing to LMHA at the date of withdrawal.

2.3 Removal of Members

Any member(s) may removed for failure to abide by the LMHA bylaws, rules, and regulations; or for conduct that is judged by the Board to be harmful to the LMHA.

The LMHA President or Vice President must call a special meeting of the Board of Directors to decide whether to remove the member(s). The affected member(s) and the Board shall receive a minimum of two weeks' notice of that special meeting and the notice will state the reasons why removal is being considered.

The member(s) will have an opportunity to appear before the Board, at their request, to address the matter and another person may accompany them. The Board will determine how the matter will be dealt with. The Board may exclude

the affected member from its discussion of the matter, including the deciding vote.

The resolution to suspend or remove a member must pass by a two-thirds majority of the Board present at the special Board meeting.

Article 3 - General Meetings of the Association

3.1 The Annual General Meeting

3.1.1 LMHA holds its Annual General Meeting within 120 days after the fiscal year end in Lethbridge, Alberta. The Board sets the place, day and time of the meeting.

3.1.2 Notice must be given on the LMHA website and may be emailed or mailed to members with no known email address in writing to the last known address of each member at least twenty-one days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution. Notice of the meeting may also be published in the local newspaper seven days prior and the day before the meeting.

3.1.3 The Annual General Meeting deals with the following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the President's report;
- (d) reviewing the financial statements setting out LMHA income, disbursements, assets and liabilities and the auditor's report;
- (e) electing three or four Directors to the Board plus any vacant positions;
- (f) considering matters specified in the meeting notice. These may include agenda topics added by the Board of Directors or specific motions that any member has given notice of, before the meeting is called.

3.1.4 Attendance by thirty (30) of the regular members of LMHA at the Annual General Meeting is a quorum.

3.2 The Special General Meeting

3.2.1 A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors; or
- (b) on the written request of at least 50 regular members in good standing submitted to the President. The request must state the reason for the meeting and the motion(s) intended to be submitted at the Special General Meeting. A non-refundable deposit of \$250.00 must accompany the written request to help defray the costs of the meeting.

3.2.2 Notice stating the place, date, time and purpose of the Special General Meeting must be on the LMHA website and may be emailed or mailed to members with no known email address to each member at least twenty-one days before the meeting.

3.2.3 Only the matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.

3.2.4 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.3 Proceedings for the Annual or a Special General Meeting

3.3.1 General meetings of LMHA are open to the public. However members, with a majority vote, can close the meeting to persons who are not members of LMHA.

3.3.2 The President will chair every general meeting. The Vice-president chairs in the absence of the President. If neither is present within thirty minutes of the set time for the general meeting then the members present choose one of the regular members to chair.

3.3.3 The Chairperson cancels the general meeting if a quorum is not present within thirty minutes after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place. Notice will be given through the local newspaper. If a quorum is not present within thirty minutes after the set time of the second meeting, the meeting will proceed with the members in attendance.

3.3.4 Each regular member is entitled to one vote at the general meetings. Voting shall be by a show of hands, unless a secret ballot is demanded by any three members present at the meeting.

3.3.5 Voting by proxy is not allowed.

3.3.6 A resolution passes when it is supported by a majority of those present and voting.

3.3.7 The Chairperson votes as a regular member and is not entitled to a second or casting vote in the event of a tied vote. Therefore, a resolution is defeated if there is a tie.

3.3.8 The Chairperson may adjourn any general meeting with the consent of the members at the meeting. No notice is necessary if the general meeting is adjourned for less than thirty days and the date, time and place to continue the adjourned general meeting is announced at the original meeting. The adjourned general meeting conducts only the unfinished business from the original meeting.

3.3.9 Any general meeting is invalid if there is a deliberate lack of notice to the regular members. The meeting is not invalid due to accidental omissions of notice.

Article 4 - The Government of the Association

4.1 The Board of Directors

4.1.1 The Board governs and manages the affairs of the LMHA. The Board may hire administrator(s) to carry out management functions under the direction and supervision of the Board. In accordance with the Societies Act, the Board has the power to deal with all matters except:

- (a) amending the bylaws,
- (b) amending the objects
- (c) issuing debentures
- (d) dissolving the society.

4.1.2 The duties of the Board include:

- (a) advocacy for LMHA, promoting its mission, vision and membership
- (b) long term planning for the Association
- (c) setting policy and regulations for operating LMHA
- (d) approving the annual budget and dealing with financial matters
- (e) determining any fees and approving fundraising projects
- (f) assigning functions and responsibilities to committees which will advise the Board
- (g) hiring and regulating employee duties
- (h) approving coach selections
- (i) maintaining all accounts and records and approving all contracts for LMHA
- (j) establishing and following a code of conduct for the Board of Directors
- (k) appointing the auditors and, as necessary, legal counsel

4.1.3 The board consists of: President; Vice-President; Director of Finance; Director of Coaching; Director of Recreational Hockey; Director of competitive Hockey; Director of Program of Excellence; Director of Resources; Director of Development; Director of Governors; Director of Female Hockey; and the Past President. A salaried administrator, who is non-voting, will attend board meetings.

4.1.4. Elections

4.1.4.1 Nominations to the LMHA Board of Directors

- a) Nominations for eligible board positions must be in the hands of Lethbridge Minor Hockey no later than fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor at the Annual General Meeting. If no nominations are received as stated the vacant positions will be appointed by the Lethbridge Minor Hockey Association Board of Directors

4.1.4.2 At the 2015 and each succeeding Annual General Meeting, regular members elect three/four Directors to the specific positions, each serving a

three year term that ends at the close of the third Annual General Meeting following the meeting when they were elected.

In this manner one-third of the Board members are elected each year. The exception is the Past President position which will serve a one year term only, and is a non-voting position. In the three year cycle, there are three to four Director positions' grouped together for the same elected terms as follows:

(a) elect the President, the Director of Recreational Hockey, the Director of Female Hockey and then the Director of Governors in the year after (2015-2018-2021, and so on).

Note: The position of President is a non-voting position, except in the case of a tie vote or a vote by ballot.

(b) elect the Director of Finance, the Director of Coaching, and then the Director of Competitive Hockey in the following year (2016-2019-2022, and so on).

(c) elect the Vice-President, the Director of Program of Excellence, the Director of Resources, and Director of Development in one year (2017-2020-2023, and so on).

At each Annual General Meeting following the election of the Director positions, any vacant Board position would be filled by election, for the necessary length of term to complete that vacant Director's term. This process allows a Director in mid-term to be nominated for a different Director position on the Board and if successfully elected, the remaining Directors may appoint a regular member in good standing to fill that vacancy until the next Annual General Meeting.

4.1.5 Resignation or Removal of a Director

- 4.1.5.1 A Director including the President, Vice-president, or immediate Past President, may resign from the Board by giving notice in writing to the Board. The resignation takes effect either at the date of the written notice or on the date the Board accepts the resignation.
- 4.1.5.2 Regular members may remove any Director, including the President, Vice-president, or the immediate Past President, before the end of his (her) term. There must be a two-thirds majority vote (of those present and voting) at a Special General Meeting called for this purpose.
- 4.1.5.3 Any Director, including the President, Vice-president, or immediate Past President, who fails to attend Board meetings on three consecutive occasions, without just cause as determined by the Board, on a motion passed by a two-thirds majority of the Board, may be removed as a Director.

- 4.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a regular member in good standing to fill that vacancy until the next Annual General Meeting. At the Annual General Meeting that position will be filled by election to complete the original term if one or two years are remaining. This does not apply to the position of immediate Past President which shall remain vacant until the next Annual General Meeting.

4.1.6 Meetings of the Board

- 4.1.6.1 The Board holds at least ten meetings each year.
- 4.1.6.2 The President calls the meetings. The President also calls a meeting if any three Directors make a written request stating the business for the meeting.
- 4.1.6.3 Normally three days notice by telephone, email or fax of Board meetings is sent to each Board member. If all Board members are present, they may waive notice and conduct a meeting.
- 4.1.6.4 A majority of the Directors present at any Board meeting is a quorum. This means six directors out of the ten, if there are no vacancies. If there is an unfilled vacancy such as the Past President, five directors out of nine would be quorum.
If there is not a quorum, the President adjourns the meeting to the following week.
- 4.1.6.5 Voting by proxy is not allowed at Board meetings.
- 4.1.6.6 All Directors may agree to and sign a resolution. This resolution, with all signatures, is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

4.2 Roles of the Board Directors

- 4.2.1 The President: supervises the affairs of LMHA; chairs meetings of the Board and of the Association; is an ex officio member of all committees; acts as a spokesperson for LMHA; is a signing authority for LMHA; and carries out other duties assigned by the Board.
- 4.2.2 The Vice-president: presides at meetings in the President's absence, replaces the President at various functions when asked to do so by the President or the Board; Is a signing authority, reviews the scholarship application(s), chairs the Discipline committee, and carries out other duties as assigned by the Board.
- 4.2.3 Director of Finance: is responsible for financial records; ensures that LMHA funds are deposited and distributed accordingly; is a signing authority; prepares the budget and assists the auditors with the financial statement; and presents the financial reports to the Board and the annual meeting.

- 4.2.4 Director of Coaching oversees coach selection, coach evaluation, and coach development.
- 4.2.5 Director of Recreational Hockey oversees the operation and development of the recreational hockey program, working with Division governors, coaches and parents.
- 4.2.6 Director of Competitive Hockey oversees the operation and development of the competitive hockey program, working with Division governors, coaches and parents, and serving as the league representative.
- 4.2.7 Director of Program of Excellence oversees the operation and development of the elite program, and serves on the coaching selection and coaching evaluation committees.
- 4.2.8 Director of Resources oversees LMHA assets, equipment and attends to various league activities as assigned by the executive.
- 4.2.9 Director of Governors oversees selection and support of LMHA, CAHL, and any other league governors that may be required. Also acts as liaison between the governors and the LMHA Board of Directors.
- 4.2.10 The Past President will chair the nominations committee and assist the Board as requested. His (Her) experience should bring continuity and stability to the LMHA Board.
- 4.2.11 The Director of Female Hockey oversees the operation and development of the female hockey program, working with Division governor, coaches and parents, and serving as the league representative.
- 4.2.12 Director of Development will act as an associate with the Director of Coaching as well as being involved in strategic planning.

4.3 Committees

- 4.3.1 The Board may appoint committees to advise the Board or to conduct specific activities for LMHA. Each committee will provide reports to the Board meeting at the Board's request. Committee members are drawn from the regular membership of LMHA or persons who are not members may be appointed for their expertise.
- 4.3.2 Usually a Board member chairs each committee. The chairperson calls committee meetings. Three days notice is telephoned or e-mailed to each member of the committee, stating the date, place and time of the committee meeting. Committee members may waive notice of meeting.
- 4.3.3 A majority of the committee members present at a meeting is a quorum.

- 4.3.4 Each member of the committee, including the chairperson, has only one vote at a committee meeting. A tie vote means the motion is defeated. Voting by proxy is not allowed.
- 4.3.5 Committees shall only have the power to make recommendations to the Board, or if requested to the general membership of LMHA. Committees cannot bind LMHA to any course of action.

Article 5 - Finance and Other Management Matters

- 5.1 The registered office of the Lethbridge Minor Hockey Association is located in Lethbridge, Alberta.
- 5.2 The fiscal year of LMHA ends on May 31 of each year.
- 5.3 There must be a review engagement of the books, accounts and records of LMHA completed annually. A qualified accountant appointed by the board must do this review engagement and file a Corporate Tax Return. A financial statement signed by the accountant shall be presented at the Annual General Meeting.
- 5.4 LMHA shall have an official Seal. The Director of Finance has control and custody of the seal, unless the Board decides otherwise. The Seal of LMHA can only be used by the President or the Vice-President, together with the Director of Finance.
- 5.5 The designated Directors of the Board sign all cheques drawn on the monies of the LMHA. Two signatures are required on all cheques. The Board may authorize the paid Administrator(s) to co-sign cheques for certain amounts and circumstances. The Administrator may not sign his (her) own pay cheque.
- 5.6 The Board may authorize the administrator(s) to transact business on behalf of the board.
- 5.7 All contracts of LMHA must be signed by at least 2 of the following: the President, Vice-president, Director of Finance, or salaried administrator, and be approved by the Board.
- 5.8 Minutes are recorded for all general meetings and all meetings of the Board. Minutes are kept at the registered office of LMHA. The minutes and financial records are open for inspection by the regular members. Reasonable notice must be given and the inspection will take place at the registered office during normal business hours. Other records of LMHA are also open for inspection, except for records that the Board designates as confidential.
- 5.9 LMHA may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting

security. LMHA may issue debentures to borrow only by resolution of the Board which is confirmed by a special three-quarters majority of the votes cast by the regular members of LMHA present at an annual or a special general meeting.

- 5.10 No member or Director of LMHA receives any payment for services as a member or Director.
- 5.11 Reasonable expenses incurred while carrying out duties of LMHA may be reimbursed upon Board approval.
- 5.12 Protection and Indemnity of Directors

LMHA indemnifies each Director against all claims or losses of any nature whatsoever that result from any act done in his or her role for the LMHA. LMHA does not protect any Director for acts of fraud, dishonesty, or bad faith. No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the LMHA. No Director is liable for any loss due to an innocent oversight or honest error in judgement. Directors can rely on the accuracy of any statement or report prepared by the LMHA's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report, unless they have knowledge of any errors or omissions.

Article 6 - Amending the Bylaws

- 6.1 These Bylaws may be cancelled, altered or added to by a special resolution passed by a three-quarters majority of the regular members present and voting at any Annual General Meeting or at a Special General Meeting. Proposed resolutions to change the bylaws must be submitted to the Board at least six weeks prior to the general meeting.
- 6.2 The twenty-one days notice of the Annual General or Special General Meeting of LMHA must include details of the proposed resolution to change the Bylaws.
- 6.3 The amended Bylaws take effect after approval at the general meeting and must be forwarded to the Corporate Registry of Alberta.

Article 7 - Dissolving the Society

- 7.1 Lethbridge Minor Hockey Association may be dissolved by a Resolution passed by two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of LMHA, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or

distributed among members of LMHA, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of LMHA as LMHA may determine and if and in so far as effect cannot be given to this provision then transferred in trust to a municipality to a charitable or religious group or purpose approved by the Board.