

NORTH WEST ZONE HOCKEY ASSOCIATION BYLAWS - 2019

1.0 INTRODUCTION

This document contains the approved Bylaws for the North West Zone Hockey Association (NWZHA). It is intended to be a useful tool for governing the Executive and hockey operations.

The Bylaws contained in this manual will assist in increasing understanding, eliminate the need for personal decisions on matters related to NWZHA policy, and help to assure consistency throughout our organization in matters related to the administration of programs.

2.0 DEFINITIONS AND INTERPRETATION

In the Bylaws of the North West Zone Hockey Association ("NWZHA or the "Association"), the following terms are defined as:

- (a) **"Act"** - means the *Societies Act of Alberta*, R.S.A. 2000, s-14, as amended from time to time;
- (b) **"Administrator"** - means the person paid an honorarium or salary that assists in the running of the Association
- (c) **"Annual General Meeting"** - means the Association meeting open to all Members held annually during the month of June;
- (d) **"Appointed Board Members"** - Board Members that are appointed by the Executive to fulfill specific duties for the NWZHA. They are full voting members of the Board.
- (e) **"Association"** - shall mean the North West Zone Hockey Association otherwise known as NWZHA;
- (f) **"Board of Directors"** - the Executive, Appointed Board Members, and Community Representatives who are responsible for the overall management of the Association;
- (g) **"Bylaws"** - means the Bylaws of the Association, as amended from time to time;
- (h) **"EFHL"** - Edmonton Federation Hockey League;
- (i) **"HE"** - Hockey Edmonton;
- (j) **"Executive"** - comprised of the Elected Officers, the Past President, the Standing Committee Chairpersons, and the Presidents of the Operating Areas;
- (k) **"Member Organization"** - consists of Whitemud West Hockey Association (WWHA) and the Hawks Athletic Club (HAC).

- (l) **"North West Zone Hockey Association Player"** - is a hockey player registered with the North West Zone Hockey Association and plays on a North West Zone Hockey Association hockey team.
- (m) **"Operating Areas"** - Whitemud West Hockey Association and the Hawks Athletic Club.
- (n) **"Special Resolution"** - A resolution that requires 21 days notice of its proposal and in order to pass a Special Resolution, $\frac{3}{4}$ or 75% of the members in attendance at such meeting, must vote in favour.
- (o) **"Volunteer"** - a person who provides assistance to the North West Hockey Association without receiving any remuneration.

3.0 ORGANIZATION

This Association is the governing body for all Federation minor hockey in the North West Zone of the City of Edmonton. Community Leagues, athletic clubs, hockey associations and organizations offering hockey programs at the Federation level shall be subject to the bylaws, standards and procedures of this Association and must be in good standing with Hockey Edmonton.

The Association shall be subject to the bylaws, rules, and regulations of the Edmonton Federation Hockey League, Hockey Edmonton, Hockey Alberta and Hockey Canada.

The operations of the Association are to be carried out within the City of Edmonton in the Province of Alberta.

4.0 BOUNDARIES

North West District - North of the North Saskatchewan River and West of 101 Street, exclusive of the communities known as Rosedale, Spruce Avenue, Westwood, Rosslyn, and Griesbach. In addition, from 137 Avenue North on 113A Street to 153 Avenue, then West of 97 Street and North to the City Limits. These boundaries are subject to change or amendment by EFHL or HE.

5.0 MEMBERSHIP

Any person who is at least 18 years of age and is

- (a) a parent and/or legal guardian of a registered North West Zone Hockey Association player; or
- (b) a registered North West Zone Hockey Association program volunteer.

Persons who are Board Members of any other Minor Hockey Association outside of the North West Zone Hockey Association boundary are excluded from membership.

5.1 Removal from Membership

Any Member who does not conduct themselves in accordance with the Rules and Regulations of Hockey Canada, Hockey Alberta, Hockey Edmonton, and the North West Zone Hockey Association, may, upon a 2/3 majority vote of the Board, be expelled from membership of the Association for the remainder of the current hockey season or for a period of time as the Board may direct.

5.2 Withdrawal of Members

Any member wishing to withdraw from the Association may do so upon written notice to the office of the Association. The effective date of withdrawal shall be the date on which the office receives the Notice of Withdrawal.

6.0 STRUCTURE

6.1 Dues and Entry Fees

The Executive will establish membership dues, registration fees, and tryout fees annually within the North West Zone.

6.2 Executive

- (a) The Executive shall be comprised of the Elected Officers, the Past President, the Standing Committee Chairpersons, and the Presidents of the Operating Areas.
- (b) The Executive shall constitute the administrative body of the Association. All the powers of the Executive shall be expedient for the proper functioning of the Association. All the powers of the Executive shall be exercised, subject to any direction given to it, by a majority vote of any Executive, Board, Annual, or Special Meeting.
- (c) The Executive shall have full control and management of the day to day business and affairs of the Association.
- (d) The Executive may prepare and issue such directive as it deems necessary for the effective operation of any committee or position and it is the duty of the Chairman of any such committee or person holding such position to arrange that the provisions of such directive be adhered to.
- (e) The Elected Officers of the Association are:

- President
- Vice President of Hockey Operations
- Vice President of Administration
- Treasurer
- Referee Coordinator

- (f) The Elected Officer positions of the Association are two year terms with offsetting expiry dates. The President, Vice President of Administration, and Referee Coordinator will expire on the same year and the Vice President of Hockey Operations and Treasurer will expire in the same year.
- (g) The Past President position is a one year term and is meant to ensure a smooth transition between the outgoing President and the incoming President.
- (h) No Member may serve as President for more than 2 terms (4 years).
- (i) Any vacancy on the Executive may be filled by appointment to be decided by a majority vote at an Executive Meeting.
- (j) Any Member, in good standing, shall be eligible for appointment or election, subject to the constraints laid out in this document.
- (k) The Executive may create such AD HOC committees as may be deemed necessary. Committees shall carry out functions and otherwise act in accordance with such resolutions as may be passed.
- (l) All Executive members shall be empowered to appoint assistants as deemed necessary.
- (m) The Executive shall appoint or remove additional Standing Committee Chairpersons or Directors' positions and duties, as deemed necessary.

6.3 Community Representatives

- (a) Each Community League with an active hockey program located within the boundaries of the North West Zone Hockey Association may appoint one representative to be a Board Member. This Board Member must attend four (4) Board Meetings to be eligible to vote at the Annual General Meeting.
- (b) The representative referred to in subsection (a) must not be a member of any other minor hockey association outside the boundary of the NWZHA.
- (c) Should any Community League not appoint a Representative under this section, the position will be vacant and the Board will carry on despite the vacancy.

6.4 Officers Duties

6.4.1 President

Is accountable for the activities of the Association and enforcement of the Association's Bylaws, policies, standards, and procedures.

6.4.2 Past President

Shall serve in an advisory capacity.

6.4.3 Vice-President of Administration

Shall be responsible for responding to the directives of the Association including assisting with the operation of the Association within established policies, guidelines and regulations. Shall oversee financial operations, administrative operations and Ways and Means. Shall preside at all Meetings of the Association in the absence of the President and shall accept responsibility as defined in 6.4.1.

6.4.4 Vice-President of Hockey Operations

Shall be responsible for the overall direction and day to day operation of the on-ice hockey programs of the Association. Shall oversee coach and player development programs, coach and player discipline, and ensure player evaluation and team selection processes are consistent and compliant with EFHL and NWZHA policies, regulations, guidelines and philosophies.

6.4.5 Treasurer

Shall be responsible for overseeing, but may delegate to an employee or volunteer of the Association:

- (a) the maintenance and keeping of such financial records, including books of account, as are necessary to comply with the *Act*;
- (b) the preparation and provision of the financial statements of the Association to the Executive, Directors, Members and others when required; and such other duties and responsibilities as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.

6.4.6 Referee Coordinator

Shall be responsible for the hiring, development, and assignment of referees in the NWZHA.

6.5 Resignation

Any Executive Member, Appointed Board Member, or Community Representative, may resign at any time by informing the President in writing or email. The effective date of resignation shall be the date on which the office receives the Notice of Resignation.

6.6 Removal of Executive Officer

The office of an Executive shall be automatically vacated if a resolution for that purpose is passed by 75% of the Executive officers present and entitled to vote at an Executive Meeting called for that purpose or the Members pass a Special Resolution at a Special General Meeting called for that purpose that such Executive officer be removed from office.

6.7 Removal of a Director

The Executive, upon its own initiative, or upon the substantiated charge of any Member or Members in good standing, may suspend or expel any Director as a disciplinary measure for conduct detrimental to the best interests of the Association, by a resolution to that effect passed by 75% of the Executive officers present and entitled to vote at any Executive meeting called for that purpose.

7.0 MEETINGS

7.1 Executive Meetings

- (a) The Executive Meetings of the Association shall be held as often as the business of the Association requires and shall be called by the President.
- (b) Meeting notification shall be by email from either the President or Administrator on the President's behalf.
- (c) Fifty percent (50%) attendance of the Executive, at the commencement of the meeting, shall constitute a quorum.
- (d) Executive Meetings shall only be attended by Executive Members unless otherwise agreed upon by the Executive.
- (e) Only the Executive are eligible to vote at Executive Meetings.

7.2 Board Meetings

- (a) The Board Meetings of the Association shall be held as often as the business of the Association shall required, and at least once every two months, and shall be called by the President.
- (b) Fifty percent (50%) attendance of the Board, at the commencement of the meeting, shall constitute a quorum.
- (c) Meeting notification shall be by email from either the President or the Administrator on the President's behalf.
- (d) Board Meetings shall be attended by the Executive, appointed Board Members, and Community Representatives. These meetings will also be open to the General Membership and Guests.
- (e) Only the Executive, appointed Board Members, and Community Representatives are eligible to vote at Board Meetings.

7.3 Special Meetings

- (a) Special Meetings may be called at any time by the President or any three Executive Members, upon written notice received by the Administrator. At least ten days by email and posting on the websites of NWZHA and its operating areas is required.

- (b) Quorum for a Special Meeting shall be twelve Members entitled to vote at such meetings.
- (c) The general Membership is allowed to vote at Special Meetings.
- (d) Voting at a Special Meeting shall be carried out in the following manner:
 - (i) if, before a vote is taken, no demand for a secret ballot is made by a voting delegate, every question shall be decided by a show of hands; and
 - (ii) if, before a vote is taken, a Member demands a secret ballot, and such demand is not withdrawn prior to the casting of the vote, the question shall be decided by secret ballot; and
 - (iii) voting by proxy is not permitted.

7.4 Annual General Meeting

- (a) The Annual General Meeting of the Association shall be held on or before June 30th of each year chaired by the President. At least 30 days notice by posting on the websites of NWZHA and its operating areas is required.
- (b) The order of business at the Annual General Meeting shall be as follows:
 - Reading the adoption of the minutes of the last meeting.
 - Business arising out of the minutes.
 - Correspondence.
 - Reports of Executive Officers and Committee Chairmen.
 - New Business.
 - Declaration of eligible voters.
 - Election of Officers and ratification of appointments.
- (c) Quorum for the Annual General Meeting shall be twelve members entitled to vote at such meetings.
- (d) The general membership is allowed to vote at Annual General Meetings.

7.5 Access to Meetings of the Association

All meetings of the Association, except Executive Meetings, shall be open to the NWZHA members.

7.6 Time of Convening and Adjournment of Meetings

All meetings shall be convened promptly at the appointed time or within 15 minutes of that time, and in the event that a quorum is not present, the meeting shall be adjourned to a date not more than seven (7) days from the date of the original meeting. Notice will be given to the members of the adjourned meeting. The quorum for the adjourned meeting will be the number of people in attendance eligible to vote.

7.7 Time of Closure of Meetings

All meetings shall close by 10:30 p.m. unless extended by a majority vote of the persons present and entitled to vote.

8.0 ELECTION AND VOTING POWER SPECIAL/AGM MEETINGS

8.1 Eligibility and Appointment as an Officer

Any member in good standing with the Association as per paragraph 6.2(j) shall be eligible for election or appointment as an Officer of the North West Zone Hockey Association.

8.2 Nominations for the Annual General Meeting

Nominations shall be submitted to the Nominating Committee or the Administrator no later than 21 days prior to the Annual General Meeting. Nominations from the floor at an Annual General Meeting or any other meeting held for such purposes will not be allowed for the election of Executive officers.

8.3 Vacancy of Position on the Board

In the event of a vacancy occurring in any position of the Board as a result of resignation, death, removal, or otherwise, the Board shall be entitled to fill the vacancy by appointment for the remainder of the term. Confirmation of such appointment shall be made by the next Annual General Meeting of the North West Zone Hockey Association.

8.4 Removal of an Elected Officer

Any elected official may be removed from office by a Special Resolution passed at a Special Meeting or Annual General Meeting, at which time a replacement for the person may be elected for the remainder of the term.

8.5 Number of Votes per Family

For the purposes of voting in any meeting of the Association, only one representative of each family is entitled to vote.

8.6 Community League(s) Entitlement to Vote

One accredited representative from each Community League with participating hockey programs and in good standing as per Section 6.3(a), if personally present at an Annual General Meeting, shall be entitled to vote.

8.7 Executive Members Entitlement to Vote

Each Executive Member of the Association in good standing, if personally present at an Annual General Meeting, shall be entitled to vote.

8.8 The Chairman's Vote

The Chairman of the election shall have the deciding vote in the event of a tie.

8.9 Voting by Secret Ballot

Voting at the Annual General Meeting shall be by a show of hands or by secret ballot. Any two persons may motion for a secret ballot.

9.0 MEETING PROCEDURES

9.1 Robert's Rules of Order, Revised

The rules contained in "Roberts Rules of Order, Revised" shall govern all meetings in all cases where they are applicable, provided that they are not inconsistent with the Bylaws of the Association nor with the provisions of the *Societies Act*.

9.2 Responsibility and Location of Records of the Association

The preparation and custody of all meeting minutes, proceedings of meetings of the Association, Executive and Board of Directors, agendas and such records and books deemed necessary to the operation of the North West Zone Hockey Association shall be the responsibility of the Administrator. All such minutes of meetings and records of the Association will be kept at the office of the Association.

10.0 APPEALS

Decisions of the Discipline Committee may be appealed in writing to the Executive within 48 hours of the applicable decision. A bond of \$100.00 cash or certified cheque must accompany the appeal. The bond will be refunded if the appeal is successful, or deposited to the general account of the Association if not successful. The appeal must be heard as soon as practically possible.

11.0 FINANCIAL RECORDS AND AUDITING

11.1 Funds of the Association

All funds of the North West Zone Hockey Association shall be deposited in an accredited banking institution, authorized by the Executive, to an account in the name of the North West Zone Hockey Association.

11.2 Debentures

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such a manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

11.3 Signing Authorities

The signing authorities shall be any two of the President, Treasurer or the Administrator.

11.4 Cheques

No one with signing authority for the Association shall sign a cheque payable to themselves.

11.5 Indebtedness

No Officer, Committee Chairperson, Director, or any Association Member shall expend in excess of five hundred dollars (\$500.00), or incur any indebtedness on behalf of the North West Zone Hockey Association without express authority for doing so being first given by the Executive.

11.6 Expenditures

Expenditures of more than one thousand (\$1,000.00) must have prior approval of the Executive.

11.7 Fiscal Year

The fiscal year end of the North West Zone Hockey Association shall be May 31st of each year.

11.8 Annual Financial Audit

The books, accounts and records of the Association shall be audited on an annual basis by a competent accountant or by two members of the Association appointed for that purpose at a Board Meeting. A complete and proper financial statement shall be presented by such auditor to the Executive at the Board Meeting prior to the Annual General Meeting of the NWZHA, where a copy of the auditor's report will be available for review.

11.9 Inspection of Books, Accounts and Records

The books and records of the Association may be inspected by any Member of the NWZHA at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive shall at all reasonable times have access to such books and records.

11.10 Location of Books, Accounts and Records

The books, accounts and records of the Association shall be kept in the custody of the Administrator in the office of the Association.

12.0 REMUNERATION

Unless authorized at an Annual General Meeting and after notice of same shall have been given, no officer, director, or member of the Association shall receive any remuneration for their service.

13.0 INDEMNITY

13.1 Liability

No member of the Association is, in his individual capacity, liable for a debt or liability of the Association.

13.2 Indemnity of Executive, Directors and Employees

The Association shall indemnify the Executive, Directors, employees and their heirs, legal representatives and assigns from and against any and all claims, costs, charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been an Executive member, Director, or employee, in those cases where they were acting in the course and scope of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association.

14.0 THE SEAL

The Seal of the Association shall be in the custody of the Administrator or such other officer of the Association as the Executive shall from time to time determine and the said Seal shall be used only at such times and under such circumstances as the Executive shall, by resolution, direct.

15.0 AMENDMENTS AND REVIEW

15.1 Amendment(s) to the Bylaws

Bylaws may be amended by a Special Resolution or Special Meeting; notice of which is given to members 21 days or more prior to the date of the Special Meeting via written or electronic means. At said meeting, only a minimum of 75% of the members in attendance must vote in favour of this Special Resolution. Bylaws may also be amended at an Annual General Meeting subject to the same requirements.

15.2 Communication of Amendment(s) to Bylaws

Bylaws and amendments thereto shall be recorded and communicated in writing to all members of the Executive and Presidents of the Community Leagues within fourteen (14) days of their acceptance.

15.3 Special Bylaw Committee

Bylaws are subject to a review by a Special Committee every four (4) years.

16.0 OPERATIONS

16.1 Operations Manual

The North West Zone Hockey Association Operations Manual provides minimum operational standards, procedures and rules for managing hockey operations within the Association.

16.2 Compliance

All Operating Areas within the NWZHA must comply with the NWZHA Operations Manual.

16.3 Review of Operations Manual

The NWZHA Operations Manual shall be audited annually to ensure effectiveness and efficiency of hockey operations.

17.0 DISSOLUTION

The Association shall not be dissolved except by a Special Resolution at a Special General Meeting, and notwithstanding any other provision contained in these Bylaws, where a Special General Meeting is called to consider a motion for the dissolution of the Association, then in such event the quorum at such Special General Meeting shall be fifty-one percent (51%) of the Members of the Association. When Corporate Registries has accepted the surrender of the Certificate of Incorporation and cancelled it, and fixed a date from which the Association shall be dissolved, any assets remaining at such date shall be distributed in accordance with the terms and conditions of the resolution for the dissolution of the Association.