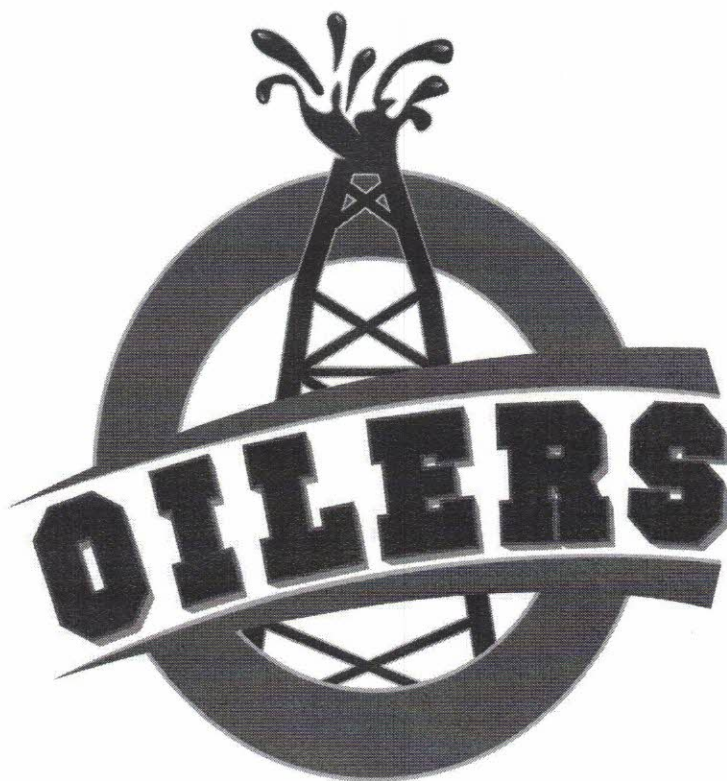


OKOTOKS OILERS ATHLETIC ASSOCIATION



GENERAL BYLAWS

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1. GENERAL

1.1 Name:

This document is the general bylaws for the Okotoks Oilers Athletic Association (the “**Association**”). These Bylaws regulate the transaction of business and affairs of the Association.

1.2 Affiliation:

The Bylaws of the Association are subject to the Act (as defined herein) and the rules and policies imposed by the Okotoks Minor Hockey Association (“OMHA”), the Alberta Amateur Hockey Association (“Hockey Alberta”) and Hockey Canada (“HC”).

1.3 Definitions:

In these Bylaws:

- (a) “**Act**” shall mean the Societies Act, RSA 2000 C S-14, as amended or any substitution thereof from time to time;
- (b) “**Annual General Meeting**” shall mean the annual general meeting of the Members;
- (c) “**Association**” shall have the meaning specified in Section 1.1 of these Bylaws;
- (d) “**Board**” shall mean those individuals elected or appointed in accordance with Section 9.0 of these Bylaws;
- (e) “**Bylaws**” shall mean these bylaws of the Association, as amended from time to time;
- (f) “**HC**” shall have the meaning specified in Section 1.2 of these Bylaws;
- (g) “**Chair**” shall have the meaning specified in Section 8.4(a) of these Bylaws;
- (h) “**Chair of the Board Meeting**” shall have the meaning specified in Section 9.8(a) of these Bylaws;
- (i) “**Coach Selection Committee**” shall be comprised of the Vice President (or its designate), the Director of Coach Development, the relevant Division Director, and such Members that are deemed appropriate by the Executive Committee. The Coach Selection Committee shall make recommendations with respect to the hiring and firing of coaches and assistant coaches within the Association.
- (j) “**Committee**” means a group comprised of Members charged with specific activities and objectives as instituted by the Executive Committee;

- (k) “**Director(s)**” shall mean the person(s) elected to the Board from time to time in accordance with these Bylaws;
- (l) “**Directors at Large**” shall have the meaning specified in Section 11.0(a) of these Bylaws;
- (m) “**Executive Committee**” shall be comprised of the President, the Vice- President, the President of the Okotoks Minor Hockey Association (or its designate), the Past-President, the Treasurer and the Secretary;
- (n) “**Family**” shall mean collectively one or more Participants registered in the Association, each of whom have the same parent(s) or legal guardian(s);
- (o) “**Head Coach**” shall mean the person nominated by the Coach Selection Committee and subsequently approved and appointed by the Board who shall be responsible for all coaching tasks in respect of a team of the Association.
- (p) “**Meeting**” shall mean an Annual or Interim General Meeting or Special Meeting of the Association;
- (q) “**Member**” shall mean an individual approved for membership in the Association in accordance with these Bylaws and “**Members**” means two (2) or more Members;
- (r) “**Okotoks Draw Zone**” shall mean the municipal boundary applicable to Okotoks and the surrounding area, as approved by Hockey Alberta from time to time;
- (s) “**Officer**” shall mean any officer of the Association elected from time to time in accordance with these Bylaws.
- (t) “**OMHA**” shall mean the Okotoks Minor Hockey Association;
- (u) “**Ordinary Resolution**” shall mean a resolution passed by more than fifty (50%) percent of Voting Members in person;
- (v) “**Participant**” shall mean any individual who is registered as a player in the Association, whether or not such individual is a Member;
- (w) “**Person**” shall mean an individual, corporation, partnership, association, society, trust, unincorporated organization and any other business organization or institution;
- (x) “**Policies and Procedures**” shall mean the policies and procedures of the Association prescribed by the Board relating to the management and operation of the Association adopted and revised from time to time;
- (y) “**Season**” shall mean the hockey playing season that runs from July 1st up to and including June 30th of each year;

- (z) **“Special Meeting”** shall mean a meeting for which notice is given at least twenty-one (21) days in advance, held for the purpose of managing extraordinary business, as described in Section 8.2 hereof;
- (aa) **“Special Resolution”** shall mean:
 - (i) a resolution passed at a Meeting for which at least twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than seventy-five (75%) percent of those Members who vote in person. If notice less than twenty-one (21) days’ is given, a Special Resolution shall be passed if **all** Members who vote at the Meeting so agree.
 - (ii) a resolution consented to in writing by all of the Members entitled to vote at a Meeting in person.
- (bb) **“Team Manager”** shall mean the person appointed by the Executive Committee, responsible for the administrative and organizational tasks in respect of each team of the Association and shall report directly to the Head Coach of his/her team.
- (cc) **“Voting Member”** shall mean those Members referred to in Sections 4.0(a) and 4.0(b) hereof.
- (dd) All other capitalized terms shall have the meaning as described herein.

1.4 Interpretation:

In these Bylaws:

- (a) Words importing the singular number include the plural number and vice versa, words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies.
- (b) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- (c) These Bylaws must be interpreted broadly and generously.

2. MEMBERSHIP

The following individuals shall be Members:

- (a) Each Participant over the age of eighteen (18) who principally resides in the Okotoks Draw Zone (as defined in Section 1.3(q) above) and who has submitted a completed registration form to the Association and who meets the criteria for participation set by the Association from time to time, is a Member of the Association upon full payment to the association of all required registration fees

and/or dues and other financial obligations for the current Season and payment of all arrears from the previous Season(s).

- (b) The parent(s) and/or legal guardian(s) of a Participant who is under the age of eighteen (18) and who otherwise complies with Section 2.0(a) above, is a Member of the Association.
- (c) Individuals who do not principally reside in the Okotoks Draw Zone (as defined in Section 1.3(q) above) and wish to participate as players in the Association may be considered on an exceptional basis. Acceptance of these individuals requires approval of the Executive Committee, as per special rules established from time to time.
- (d) Membership as Members in the Association will remain in effect for the duration of the Season.

3. ASSOCIATE MEMBERSHIP

- (a) The following individuals shall be considered Associate Members and shall assume all the rights, privileges, and obligations of Members, with the exception of the right to receive notice of, attend and vote at a Meeting and the ability to act on the Board or Executive Committee:
 - (i) Each Participant under the age of eighteen (18) who principally resides in the Okotoks Draw Zone (as defined in Section 1.3(q) above) or who has been approved as a Participant pursuant to Section 2.0(c) above and who otherwise complies with same shall be an Associate Member for the duration of the Season, unless earlier terminated pursuant to these Bylaws; and
 - (ii) Non-parent coach, assistant coach, team manager and staff of the Association during the tenure of their approved term in their respective role with the Association.

(the “**Associate Members**”)

4. VOTING ELIGIBILITY

The following individuals may vote at any Meeting of the Association:

- (a) Each Participant who is a Member and who is over the age of eighteen (18) may vote at any Meeting of the Association;
- (b) Those Members referred to in Section 2.0(b) may vote, however the Association shall only recognize one voting Member per Family (as defined in Section 1.3(n) above). For greater certainty, notwithstanding that a player may have more than two (2) parents or two (2) legal guardians, the Association shall only recognize

one voting Member per Family. It is the responsibility of the parent(s) or legal guardian(s) of the Participants to determine and designate which parent or legal guardian shall be the voting Member, and to notify the Secretary of the Association of the identity of the designated voting member in writing at the time of registration. Should the foregoing Members fail to designate a voting Member as aforesaid, the Association shall not acknowledge any vote cast on behalf of such Family.

5. MEMBERSHIP TERMINATION

5.1 Voluntary Cessation of Membership:

- (a) Any Member may withdraw from membership in the Association by delivering a written notice to the Operations Coordinator of the Association, effective upon receipt.
- (b) A parent or legal guardian of an Associate Member who is a Participant may withdraw on behalf of the Associate Member upon written notice to the Operations Coordinator of the Association, effective upon receipt.
- (c) Any refund requests for voluntary withdrawal of membership shall be at the discretion of the Operations Coordinator on a case-by-case basis.

5.2 Suspension and Expulsion of Membership:

- (a) Any Member or Associate Member that:
 - (i) is in arrears of amounts owing to the Association pursuant to these Bylaws;
 - (ii) fails to comply with these Bylaws or the Policies and Procedures of the Association; or
 - (iii) is guilty of misconduct deemed detrimental to the welfare of the Association by the Executive Committee;may be suspended or expelled from the Association by a two-thirds (2/3rd) vote of the Executive Committee.
- (b) Any member of the Association who commences any type of legal or court action against the Association will be immediately suspended from all Member privileges, including ice time privileges, until the legal or court action is resolved. The suspension shall also apply to that Member's parents and legal guardians and siblings who are also players within the Association (including the OMHA).
- (c) A suspended or expelled Member or Associate Member shall thereafter be entitled to no membership privileges or powers, including voting rights and on-

ice privileges, until reinstated by a two-thirds (2/3rd) vote of the Executive Committee.

- (d) Notwithstanding anything herein to the contrary, a suspension of membership shall be effective immediately following the approval of the Executive Committee.
- (e) Suspended individuals shall have an opportunity to appear before the Appeals Committee prior to expulsion.
- (f) The decision of the Executive Committee regarding membership suspension and expulsion, subject to any rights of appeal, is final.

6. MEMBERSHIP FEES AND ANNUAL DUES:

- (a) The Board will set fees and dues for each age division on an annual basis and may amend same from time to time as the Board deems necessary in its sole and unfettered discretion.

6.1 Membership Dues:

- (a) Membership dues for the Association shall be set by the Board from time to time and shall be payable on or before the due date prescribed by the Board.
- (b) Non-payment of dues in respect of a Participant may result in the suspension or expulsion of the Member(s) and/or Associate Member related to such Participant pursuant to Section 5.2 of these Bylaws.

6.2 Rights of Members:

The rights of Members shall include but are not limited to the following:

- (a) All Members shall have the right to notice of, to attend, and subject to Section 4.0 above, to vote at any Meeting of the Association.
- (b) All Members shall be permitted to run for an eligible position on the Board, sit as a voting member of any committee of the Association and may nominate representatives who may be elected as a Director or Officer of the Association provided that:
 - (i) the Member is not then in arrears of any amounts owing pursuant to these Bylaws; and
 - (ii) the Member is not suspended from the Association.

6.3 Register of Members:

The Association shall keep and maintain a register of all current Members and Associate Members in accordance with the Act and otherwise in accordance with reasonable recordkeeping practices.

7. POLICIES AND PROCEDURES

- (a) Any policies and procedures set by the Executive Committee, the Board or by Special Resolution of the Members of the Association may be amended from time to time, so long as such amendments do not conflict with HC's "Official Playing Rules", Hockey Alberta's "Bylaws and Regulations", and the specific regulations for any leagues in which the Association's teams are participating.

8. MEETINGS

8.1 Annual and Interim General Meeting:

- (a) The Annual General Meeting shall be called by the President and held between April 1st and June 30th of each calendar year.
- (b) An Interim General Meeting shall be called and held between October 1st and December 30th of each calendar year.
- (c) Business conducted at the Annual General Meeting shall include, but is not limited to, the following:
 - (i) electing the Board; and
 - (ii) considering the reports of the Directors.
- (d) Business conducted at the Interim General Meeting shall include, but is not limited to, the following:
 - (i) considering the reports of the Directors;
 - (ii) reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report, if applicable;
 - (iii) considering the auditor's report, if applicable;
 - (iv) decide between the appointment of an Internal Audit Committee, or an External Auditor to perform the audit of the Association, in accordance with section 14.3 below; and
 - (v) appoint the members of the Internal Audit Committee from the pool of volunteers, if applicable.

Notwithstanding anything to the contrary contained herein, specifically Section 8.1(e)(x) below, business conducted at the Interim General Meeting shall never include the nomination or election of Directors to the Board.

- (e) Order of business at the Annual and Interim General Meetings shall include, but is not limited to, the following:
 - (i) meeting is to be called to order;
 - (ii) roll call of Officers and Directors;
 - (iii) minutes of preceding Annual or Interim General Meeting to be read and adopted or amended and adopted as required;
 - (iv) report of the President;
 - (v) report of the Vice-President;
 - (vi) report of the Treasurer;
 - (vii) report of the Division Directors;
 - (viii) report of Directors at Large;
 - (ix) resolutions;
 - (x) elections;
 - (xi) orders and general business;
 - (xii) new business to be considered; and
 - (xiii) adjournment.
- (f) At the sole discretion of the Chair (as defined in Section 8.4 below), voting that is permitted to take place at the Annual and Interim General Meetings shall be cast by a show of hands or by secret ballots.
- (g) Any business other than business noted in Section 8.1(c) and 8.1(d) above shall be considered new business.

8.2 Special Meetings:

- (a) A Special Meeting may be called at any time:
 - (i) by the Secretary of the Association on the instructions of the President; or

- (ii) on the written petition of at least forty (40) Members of the Association. The petition shall be sent to the President or Secretary and shall state the reason why the Special Meeting has been requested; or
 - (iii) by a resolution of the Board to that effect.
- (b) Upon receipt of a petition for a Special Meeting as described in Section 8.2(a)(ii) above, the Special Meeting must be called within fourteen (14) days and held within forty-four (44) days after receipt of same.
- (c) Only the matters set out in the notice for the Special Meeting shall be considered at the Special Meeting.
- (d) The President may determine the order of business at a Special Meeting.
- (e) Unless otherwise agreed upon by eligible Voting Members in attendance, voting at a Special Meeting shall be by show of hands.

8.3 Notice of Meetings:

- (a) Notice of the Annual and Interim General Meetings shall be published in the Okotoks weekly newspaper and/or the Association's website, at least twenty- one (21) days prior to the date of the meeting and, to the extent possible, shall include the vacancies to be filled at such Meeting, if any.
- (b) For the purpose of sending communications to any Member, Director or Officer for any Meeting or otherwise, the address or email address of the Member, Director or Officer shall be the last known address or email address recorded on the books of the Association in respect of such party.

8.4 Chair:

- (a) The President, or in its absence, the Vice-President, shall preside over all Meetings (the "**Chair**").
- (b) If the President and Vice-President are both absent, a replacement of the Chair must be elected by Ordinary Resolution of the Members entitled to vote at such Meeting within the first thirty (30) minutes of a Meeting.

8.5 Financial Statements:

A copy of the financial statements of the Association shall be provided to Members at the Interim General Meetings.

8.6 Special Resolution:

- (a) If a Special Resolution is to be proposed at a Meeting, the notice of that Meeting must include:

- (i) the full text of the Special Resolution; or
 - (ii) if the full text of the Special Resolution is too lengthy for convenient inclusion in the notice, a summary of the text in sufficient detail to permit a Member to form a reasoned judgement concerning the Special Resolution.
- (b) If the notice for the Meeting contains a summary of the text of a Special Resolution, the notice must also state the place where the full text of that Special Resolution can be read or copied.

8.7 Quorum:

- (a) Quorum for Annual General Meetings, Interim General Meetings and Special Meetings shall be fifteen (15) persons, including the Chair (as defined Section 8.4 herein).
- (b) If, within one hour from the time designated for a Meeting a quorum is not present, the Meeting shall be adjourned to a date and time as determined by the majority of Members present.
- (c) If, at the adjourned Meeting, a quorum is not present within thirty (30) minutes from the time appointed, the Members present in person are deemed to constitute a quorum.
- (d) No business, other than the election of a Chair and the adjournment of the Meeting, may be transacted at any Meeting unless a quorum is present, and if at any time during the Meeting there ceases to be a quorum present, any business then in progress shall be suspended until there is a quorum present.

8.8 Voting:

- (a) For greater certainty, a majority of the votes cast by the Members present and carrying voting rights shall be required for approval of business except where the vote or consent of a greater number of Members is required by the Act or these Bylaws.

9. BOARD OF DIRECTORS

9.1 Composition of the Board:

- (a) The Board shall be comprised of:
 - (i) All members of the Executive Committee;
 - (ii) Directors at Large; and

- (iii) The Referee-in-Chief of the Okotoks Referee Association, or their designate.
- (b) The Board shall not be comprised by more than twenty-five (25%) percent Non-Member Directors.

9.2 Duties and Powers of the Board:

- (a) As the Board is comprised of the Executive Committee and the Directors at Large, the duties and powers of the Board are also those which relate to each party who comprises the Board.
- (b) The Board will set fees and dues for each age division on an annual basis and may amend same from time to time as the Board deems necessary in its sole and unfettered discretion.
- (c) The Board shall have the power to remove from office any member of the Executive Committee for neglect of duty or for misconduct by two-thirds (2/3rd) vote.
- (d) In order to avoid real or perceived conflicts of interest, no member of the Board shall be a coach, assistant coach, manager or treasurer of a team of the Association unless approved by a two-thirds (2/3rd) vote of the Executive Committee.
- (e) Except in emergency situations, no member of the Board shall serve as an on ice or off ice official at any games involving the Association.

9.3 Election of Directors:

- (a) At each Annual General Meeting, the Members shall elect the Directors to replace those Directors whose terms of office have expired or will expire at the end of the Meeting, as well as to fill any newly created positions as described in Section 10.1(j). For clarity, and notwithstanding anything to the contrary contained herein, the Members shall never be permitted to elect Directors to the Board at any Interim General Meeting.
- (b) A Member, or the Executive Committee in accordance with Section 10.1(k) herein, may nominate a candidate for Director (the "Nominee") to fill a vacancy by providing the Secretary of the Association with details in respect of such Nominee in writing (the "Nomination") at least 10 days prior to the Annual General Meeting. Nominations from the floor will only be accepted where a nomination to fill a particular vacancy has not been received in advance of the Annual General Meeting.
- (c) If the number of nominees in an election for Directors exceeds the number of Directors to be elected at the election, the election of Directors must be by secret ballot.

- (d) If the number of candidates nominated for Director is equal to the number of Directors to be elected, those nominated are declared elected and no election is required.
- (e) In an election of Directors, the Chair of the Board Meeting must declare elected the candidates who received the highest number of valid votes up to the number of Directors to be elected.
- (f) If two (2) or more candidates receive an equal number of votes for the last vacancy on the Board and it is not practical to hold a run-off election at the Meeting:
 - (i) the Directors who have already been elected in the election; and
 - (ii) the Directors whose terms of office will not expire at the end of the meeting at which the election is held;
 must determine which of those candidates is to be elected by majority vote.
- (g) A candidate must provide valid consent for his or her election or appointment as Director in order for the election or appointment to be valid.

9.4 Term of Office

Directors (with the exception of those terms of office more particularly described in Section 10.7 below) shall serve a term of one (1) year.

9.5 Directors Meetings:

- (a) Directors shall meet together once per month for the dispatch of business, and shall otherwise regulate their meetings as they consider appropriate.
- (b) The President may change the frequency of meetings at its direction, acting reasonably.
- (c) The minutes of Board meetings shall be available upon request to the Members of the Association and shall be distributed to the Board within a reasonable time following each Board meeting.
- (d) A meeting of the Board may be held by conference call. Directors who participate on this call are considered to be present for the meeting.

9.6 Voting:

- (a) Each Director entitled to vote shall have one (1) vote at a meeting of the Board with the exception of the Director of Code and Conduct, the Operations Coordinator, the Administrative Assistant and the Director of Coach Development, all of whom shall be non-voting positions.

- (b) The individual acting as Chair of the Board Meeting shall be eligible to vote on any matter.

- (c)

9.7 Quorum:

- (a) No less than eight (8) Directors, including at least one of either the President, a Vice President, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bylaws.
- (b) If, within one (1) hour from the time designated for a Meeting a quorum is not present, the Meeting shall be adjourned to a date and time as determined by the majority of Directors present.

9.8 Chair of the Board Meeting:

The President, or in its absence, one of the Vice-Presidents, shall preside over all meetings of the Board (the “**Chair of the Board Meeting**”).

9.9 Remuneration:

Unless authorized by a duly called Annual General Meeting, meeting of the Board or Executive Committee and after notice of remuneration has been given to Members, no Director of the Association shall receive any remuneration for its services.

9.10 Reimbursement for Expenses:

Notwithstanding Section 9.9 above, members of the Board may be reimbursed for all reasonable out-of-pocket expenses, as more particularly described in the Policies and Procedures and subject to Board approval.

9.11 Removal, Death and Resignation of Director:

- (a) The Executive Committee shall have the power to remove any Director before the expiration of its term of office for neglect of duty or misconduct (in its sole and unfettered discretion) by a two-thirds (2/3rd) vote of the Executive Committee.
- (b) Any Director that does not attend three (3) scheduled meetings may be removed by a two-thirds (2/3rd) vote of the Executive Committee (in its sole and unfettered discretion).
- (c) The Executive Committee shall have the power to fill any vacancy created by the removal, death or resignation of a Director in accordance with Section 10.1 herein.

- (d) Any Director that is removed by the Executive Committee, resigns, or dies shall be described herein as a “Departing Director”.
- (e) If the Departing Director is also a member of the Executive Committee at the time of removal, resignation or death, the Departing Director shall also by default be removed from the Executive Committee.

10. OFFICERS

- (a) The Officers of the Association shall be:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the President of the Okotoks Minor Hockey Association (or designate from the OMHA Executive);
 - (iv) the Past President;
 - (v) the Treasurer;
 - (vi) the Secretary; and
 - (vii) any other officers the Executive Committee deems necessary from time to time. For greater certainty, while the Executive Committee has the power to create such positions referred to herein, it shall not have the power to appoint the individual holding such positions; these offices shall be filled by vote at next Annual General Meeting.
- (b) The President, the Vice-President, the Treasurer and the Secretary shall be elected by majority vote at the Annual General Meeting of the Association.

10.1 Executive Committee:

- (a) The Officers of the Association and the President of the OOAA (or its designate from the OOAA Executive Committee) shall comprise the Executive Committee.
- (b) The property, business and affairs of the Association shall be managed by the Executive Committee.
- (c) The Executive Committee shall, by majority vote, have:
 - (i) the power to adopt or enact any rules, regulations required for the operation or management of the Association;
 - (ii) the power to appoint a Member to fill any vacancy which may occur in the Executive Committee or the Board, and which vacancy shall be filled and

occupied by the appointed Member until the balance of the original term of office of the Departing Director in which they are replacing is completed pursuant to Sections 9.4 and 10.7 herein;

- (iii) the power to impose and enforce penalties for violation of the Bylaws and/or the Policies and Procedures of the Association; and
 - (iv) the power to make any other decisions, approvals, or appointments as required by these Bylaws, unless expressly stated otherwise.
- (d) The Executive Committee shall supervise the collection of and authorize the expenditure of funds of the Association.
 - (e) The Executive Committee shall interpret, define and explain all provisions of the Bylaws of the Association as necessary.
 - (f) The Executive Committee shall adjudicate all disputes between Members.
 - (g) The Executive Committee shall appoint delegates to attend all Hockey Alberta meetings.
 - (h) The Executive Committee shall designate from time to time the individuals responsible to solicit support from a variety of sectors to support the Association's priorities.
 - (i) The Executive Committee shall have the power by two-thirds (2/3rd) vote to prevent any spectator from viewing a game or activity, or entering a facility to view a game or activity that is being conducted by the Association for conduct the Executive Committee has deemed in its sole and unfettered discretion to be detrimental to the game. Moreover, the Executive Committee shall have the power to suspend any coach, player, team official, or team with whom the spectator is affiliated. Such suspension shall be effective immediately or until referred to the Appeal Committee.
 - (j) The Executive Committee may create new Board positions as it deems necessary from time to time.
 - (k) The Executive Committee, by a two-thirds (2/3rd) vote, may nominate a candidate for Director to fill a vacancy where such candidate is not a Member of the Association, but where the Executive Committee has determined that such Non-Member Candidate's participation as a Director would be in the best interests of the Association ("Non-Member Candidate"). For clarity, a "Non-Member Candidate" must be a Person who is not a Member of the Association at the time of the Annual General Meeting at which they are nominated. The Non-Member Candidate(s) shall be considered for election in accordance with Section 9.3 hereof and if elected shall be referred to in these Bylaws as a "Non-Member Director". Notwithstanding anything to the contrary herein, and in accordance

with Section 9.1(b) hereof, the Board shall not be comprised by more than twenty-five (25%) percent Non-Member Directors.

10.2 President:

The President shall be elected at the Annual General Meeting and shall:

- (a) preside over all Annual and Interim General Meetings and Special Meetings of the Association, all meetings of the Executive Committee and the Board;
- (b) call a meeting of the Executive Committee at the request of three (3) members of the Executive Committee or at the President's discretion;
- (c) appoint a Vice-President as the acting president in case of absence. If the President is unable to make such an appointment, the Executive Committee shall appoint a Vice-President as to act as president in the Presidents place; and
- (d) have all the powers and responsibilities of the President of the Association.

(the "**President**")

10.3 Vice-President:

The Vice-President of Programs shall be elected at the Annual General Meeting and shall:

- (a) assist the President in all of their activities as required; and
- (b) act in the capacity of President if the President is unavailable to perform its duties.

(the "**Vice President**")

10.4 Past President:

(a) The office of Past President is ex officio and, notwithstanding anything to contrary herein, does not encompass any voting rights at meetings of the Board or Executive Committee (the "**Past President**"). Notwithstanding the foregoing, in the event that at a meeting of the Executive Committee, a vote of the Executive Committee results in tie, the Past Present shall act as the casting vote in order to break such a tie.

(b) The Past President shall perform those duties as requested by the President from time to time and shall offer such advice and guidance to the Executive Committee as requested.

10.5 Treasurer:

- (a) The Treasurer shall be elected at the Annual General Meeting (the "**Treasurer**").

- (b) In the absence of the Treasurer, the President or a Vice-President shall assume the responsibilities of the Treasurer.
- (c) Upon receipt of written notice from the President of the OOAA (as defined in Section 1.3(s) above) or its designate on or after October 1st, the Treasurer will issue a cheque in an amount equal to all registration monies collected from those players selected for the OOAA teams in respect of the upcoming OOAA season, less an amount which covers the Association's administration, ice equalization and other fixed costs related to the operation of the Association in respect of such players selected for the OOAA teams.

10.6 Secretary:

The Secretary shall be elected at the Annual General Meeting and shall:

- (a) record the minutes of all resolutions and proceedings at all Meetings, including but not limited to the Annual and Interim General Meetings, Special Meetings, Board meetings, Executive Committee meetings, and committee meetings.
- (b) make available copies of the minutes of all Meetings within seven (7) days after the meeting to the members of the Board or Executive Committee and, upon request, to any Members of the Association.

(the "Secretary")

10.7 Term of Office:

- (a) The terms of office for the Executive Committee shall be:
 - (i) President: Three (3) years;
 - (ii) Vice-President: Three (3) Years;
 - (iii) Past-President: The Past-President shall act until the current President ceases office;
 - (iv) Treasurer: Two (2) years; and
 - (v) Secretary: Two (2) years.
- (b) Members of the Executive Committee shall remain in office until their successor is elected or appointed unless earlier terminated pursuant to these Bylaws. At each Annual General Meeting of the Association, all the members of the Executive Committee whose terms have expired shall retire from office and the Association shall elect members of the Executive Committee accordingly. With the exception of the Past President, elections for the Executive Committee shall be on a rotating basis so that the terms of office of the President and Vice President terminate in

consecutive years and so that the terms of office for the Treasurer and Secretary terminate in consecutive years.

- (c) Notwithstanding the above-mentioned, the members of the Association may, if they choose to do so, vote at the Annual General Meeting for the removal of the existing Executive Committee and its replacement with an entirely new Executive Committee, or the removal and replacement of specific members of the Executive Committee.
- (d) Should the members of the Association choose not exercise such right, the current members of the Executive Committee shall remain in office until a successor is appointed or until their respective term expires.
- (e) Directors shall serve a term of one (1) year and will remain in place until a successor(s) is elected or appointed unless earlier terminated pursuant to these Bylaws.
- (f) Directors appointed by the Executive Committee to fill and occupy a vacancy on the Board or the Executive Committee, pursuant to Sections 9.11(c) and 10.1 herein, shall serve a term equal to the balance of the original term of office of the Departing Director in which they are replacing.

11. DIRECTORS AT LARGE

- (a) The Directors of Code and Conduct, Division Directors, Operations Coordinator, The Administrative Assistant to the Operations Coordinator, the Director of Equipment and the Director of Coach Development shall comprise the directors at large (the “**Directors at Large**”).

11.1 Director of Code and Conduct:

- (a) The Executive Committee shall appoint the Director of Code and Conduct who shall:
 - (i) Review all reported breaches of the Policies and Procedures and the Code of Conduct;
 - (ii) Communicate with the parties involved in respect of a real or perceived breach of the Policies and Procedures to obtain an assessment of the situation;
 - (iii) Communicate findings with the President or designate;
 - (iv) In conjunction with relevant parties, make recommendations to the Executive Committee with respect to whether disciplinary action is required and what that action will be; and

- (v) Review any written appeals in conjunction with the Board and the Executive Committee.

(the “**Director of Code and Conduct**”)

11.2 Operations Coordinator and Administrative Assistant:

- (a) The Executive Committee may appoint an Operations Coordinator to assist or to run the day to day operations of the Association (the “**Operations Coordinator**”).
- (b) The Executive Committee may also appoint an Administrative Assistant to assist the Operations Coordinator and the Board (the “**Administrative Assistant**”).

11.3 Division Directors:

- (a) The Division Directors of the Association shall be:
 - (i) Director of U13 AA;
 - (ii) Director of U15 AA;
 - (iii) Director of U15 AAA;
 - (iv) Director of U16 AA;
 - (v) Director of U16 AAA;
 - (vi) Director of U18 AA;
 - (vii) Director of U18 AAA;
 - (viii) Director of U15 Female AA;
 - (ix) Director of U18 Female AA; and
 - (x) Director of U18 Female AAA.(the “**Division Directors**”)
- (b) Division Directors shall be elected by a majority vote of Members at the Annual General Meeting of the Association and shall serve a term of one (1) year.
- (c) In order to avoid real or perceived conflicts of interest, no person shall serve as a Division Director in the same age category where such person’s immediate family member is a Participant, unless approved by a two-thirds (2/3rd) vote of the Executive Committee.
- (d) Division Directors shall:

- (i) Sit on the Coach Selection Committee for their Division;
 - (ii) Organize tryouts and oversee releases of players for their Division;
 - (iii) Act as a liaison between Team Coaches and Team Management and the Board;
 - (iv) Ensure that the Policies and Procedures are being adhered to during the hockey season for their division;
 - (v) Provide guidance to Team Management as required;
 - (vi) Attend the initial meeting between the Parents, Coaching Staff and Team Management following Team selection; and
 - (vii) Attends a sample of practices and games throughout the year to see the Policies and Procedures are being observed.
- (e) For greater certainty, the Executive Committee may create new roles/positions for Division Directors and may also amend/remove roles/positions for Division Directors.

11.4 Director of Equipment:

- (a) The Executive Committee shall appoint a Director of Equipment who shall be responsible for all matters relating to the equipment provided to the Association teams (the “**Director of Equipment**”).
- (b) The Director of Equipment shall inform the Treasurer to deduct from the deposit paid by each team of Association (as more particularly described in the rules/regulations established from time to time in relation to team/ player equipment) for any equipment that does not meet satisfactory condition upon its return to the Director of Equipment, reasonable wear and tear accepted.

11.5 Director of Coach Development:

- (a) The Executive Committee shall appoint a Director of Coach Development (the “**Director of Coach Development**”).
- (b) The Director of Coach Development shall:
 - (i) Coordinate the Coach Selection Committee for their division and in respect of each division;
 - (ii) Coordinate and approves coach development;
 - (iii) Meet regularly with Coaching Staff and assist them with their concerns;

- (iv) Observe a sample of team practices and games throughout the hockey season to ensure the Policies and Procedures are being observed;
- (v) Ensure that a Head Coach performance survey is completed by Parents and Players;
- (vi) Host a year end meeting with each Head Coach at the completion of the hockey season; and
- (vii) Make recommendations to the Coach Selection Committee and the Board regarding the retention of a Head Coach for a subsequent hockey season.

12. STAFF

12.1 Coach Mentor:

- (a) The Executive Committee may appoint a Coach Mentor to assist the Director of Coach Development (the “**Coach Mentor**”).

12.2 Other:

- (a) The Executive Committee may appoint and contract with agents and engage such staff as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee.
- (b) Remuneration for appointed staff shall be fixed by the Executive Committee.

13. COMMITTEES

13.1 The Okotoks Minor Hockey Association:

- (a) The OMHA shall elect a President, who shall become a member of the Association’s Executive Committee unless such President designates someone from the OMHA Executive Committee to act on its behalf.

13.2 Appeals Committee:

- (a) The Appeal Committee shall be composed of a chairman, appointed by the President, at least three (3) members of the Board of which at least one (1) member of the Board shall also be a member of the Executive Committee, and the Game and Conduct Director (the “**Appeal Committee**”).
- (b) Each member of the Appeal Committee, except the chairman, is entitled to one (1) vote so long as such member has no conflict of interest pertaining to the issue before the Appeal Committee.
- (c) The chairman shall cast the deciding vote in the event of a tie.

- (d) A quorum shall consist of three (3) members, of which one (1) member must be from the Executive Committee.
- (e) The Appeal Committee shall hear matters pertaining to:
 - (i) suspensions;
 - (ii) official protests;
 - (iii) decisions, findings, and rulings of every nature determined by the Board or Executive Committee, excepting matters pertaining to the player evaluation and team assignment process;
 - (iv) any other matters pertaining to the conduct of Members, coaches, Directors, and other team officials at the request of the President or Division Directors; and
 - (v) appeals relating to membership in the Association.
- (f) Appeals must be in writing, accompanied by the appropriate appeal fee as determined by the Executive Committee and documented in our fee schedule from time to time acting reasonably and delivered to the Secretary of the Association.
- (g) Upon receipt of notice of appeal, the Appeal Committee shall hold a hearing within fourteen (14) days and shall deliver a decision within seventy-two (72) hours of the date of the hearing. Failure of the Appeal Committee to adhere to such time limits as set forth herein will result in the automatic cancellation of the suspension to which the appeal relates.
- (h) The appeal fee referred to in Section 13.2(f) above shall only be refunded if the appeal is successful.
- (i) Appeal hearings shall be conducted fairly and impartially, and all parties thereto or thereby affected shall be permitted a thirty (30) minute time period to present their appeal.
- (j) The chairman of the Appeal Committee shall be responsible for notifying all involved parties of the date, time and location of the Appeal Hearing.
- (k) If the person(s) involved in the appeal are not satisfied with the decision of the Appeals Committee, that person may make further appeal to Hockey Alberta in accordance with Hockey Alberta's Bylaw Appendix VI.
- (l) Any member of Association who commences any type of legal or court action against the Association will be immediately suspended from all Member privileges, including ice time privileges, until the legal or court action is resolved.

The suspension shall also apply to that Member's parents and legal guardians and siblings who are also players within the Association (including the OOAA).

13.3 General Procedures for Committees:

- (a) The Executive Committee may appoint committees from time to time as deemed necessary.
- (b) A majority of the committee members present at a meeting is a quorum.
- (c) The function, duties and responsibilities of the committees shall be determined by the Executive Committee.
- (d) A committee of the Association shall be comprised of such individuals as the Executive Committee considers necessary and may include persons who are not Members of the Association.

14. FINANCIAL MATTERS

14.1 Borrowing and Investment:

- (a) The Executive Committee is hereby authorized, from time to time to borrow money upon the credit of the Association, from any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums:
 - (i) for the purpose of meeting the operating expenses of the Association, when in the opinion of the Executive Committee other resources of the Association are insufficient or cannot be made readily available for such purposes; or
 - (ii) for any other purpose of the Association on the recommendation of the Board and with the approval of at least seventy-five (75%) percent of those Members who, if entitled to do so, vote in person at an Annual or Interim General Meeting or Special Meeting.
- (b) The Executive Committee shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

14.2 Financial Year:

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be June 30th.

14.3 Audit:

- (a) The books, financial records and accounts of the Association will be audited at least once per year by either an Internal Audit Committee or an External Auditor, as further described below. The Board, at its discretion, shall decide if the Association shall undertake an audit performed by an Internal Audit Committee or an External Auditor for the ensuing year:
 - (i) Internal Audit Committee – the Board shall, and in any event may, appoint an audit committee consisting of not less than two (2) members of the Association who volunteer their time to audit the Financial Statements of the Association.
 - (A) Such members appointed to the Internal Audit Committee shall perform the audit strictly on a volunteer basis and shall not be compensated for the audit they perform.
 - (ii) External Auditor - a duly qualified Chartered Professional Accountant, who shall be tasked with the preparation of a complete and proper statement of the standings of the books for the previous year.
- (b) The audited financial records for the prior fiscal year will be presented by the Treasurer, or in its absence a Vice-President, at the Interim General Meeting of the Association.

14.4 Books and Records:

The Association's books and records may be inspected by any Member or Associate Member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers of the Association having charge of the same. Each member of the Board shall have access to such books and records upon reasonable notice as aforesaid.

14.5 Execution of Documents:

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed, shall be binding, upon the Association without any further authorization or formality.

14.6 Seal:

- (a) The Board may adopt a seal, which shall be the common seal of the Association.
- (b) The common seal of the Association shall be under the control of the Board, who shall determine the responsibility for its custody and use from time to time.

15. DISPUTE RESOLUTION

15.1 Hockey Alberta Bylaws and Rules Prevail:

- (a) If any of the Bylaws or Rules herein conflict with Hockey Alberta Bylaws or Rules, Hockey Alberta's Bylaws and Rules shall prevail.
- (b) A copy of the Hockey Alberta Bylaws can be obtained on the Hockey Alberta website (www.hockeyalberta.ca).

16. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (a) The Association shall indemnify every member of the Board and his or her heirs, executors and administrators against all loss, costs and expense, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a member of the Board, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for fines or penalties imposed in a criminal suit or action or for unjustified profit or advantage or for any illegal act done or attempted in bad faith or dishonesty.

17. GENERAL MATTERS

17.1 Amendment of Bylaws:

The Bylaws of the Association may be rescinded, altered or amended by Special Resolution of the Members as more particularly described in the Act.

17.2 Effective Date:

The Bylaw shall come into force on the date on which this Bylaw is enacted.

ENACTED this 24th day of FEB, 2022.

OKOTOKS OILERS ATHLETIC ASSOCIATION

Per:

Davis
President

Per:

Mark Kozak Digitally signed by Mark Kozak
Date: 2022.02.25 09:16:10 -07'00'
Vice-President

CERTIFIED SPECIAL RESOLUTION
OF ALL THE MEMBERS OF THE
OKOTOKS OILERS ATHLETIC ASSOCIATION
(THE "SOCIETY")

EFFECTIVE DATE: 24th February 2022

WHEREAS:

- A. Sections 1(d)(iii) and 15(1) of the Societies Act provide that a Society may amend its Bylaw by Special Resolution consented to by all the members who would have been entitled at a general meeting to vote on the Resolution.
- B. The members of the Society believe it is in the best interests of the Society to repeal the existing Bylaws dated June 22, 2020 and be replaced by the attached Bylaws.
- C. A Special Meeting of the Society was held on February 24th, 2022 and the resolution was passed by all the members who attended, thereby being a Special Resolution.

NOW THEREFORE BE IN UNANIMOUSLY RESOLVED THAT:

- 1. The existing bylaws dated June 22th, 2020 are repealed and replaced by the attached Bylaws.

I, Dan Laplante, being the President of the Society, do hereby certify that the meeting was held on February 24th, 2022 and further certify that the foregoing is a true and correct copy of the Special Resolution of the Members of the Society.

Dated this 24th day of February 2022.



Dan Laplante