

ALBERTA

THE SOCIETIES ACT

BY-LAWS

**CONSUMER AND
CORPORATE AFFAIRS
CORPORATE REGISTRY**

BY-LAWS OF THE ST. ALBERT RAIDERS HOCKEY CLUB

NAME

The name of the Society shall be the **ST. ALBERT RAIDERS HOCKEY CLUB**
(the "Society")

MEMBERSHIP

1. GENERAL:

The Society shall consist of four types of members:

- Regular Membership
- Honourary Membership
- Life Membership
- Honourary Life Membership

The annual membership fees of the Society shall be set by the Executive, who shall have the power to alter these fees as they may decide from time to time.

Membership in the Society shall be open to all individuals who are not employed either full or part time by the Society.

No member of the Society in his or her individual capacity shall be liable for any debt or liability of the Society.

- **REGULAR MEMBERSHIP:**

Regular Membership shall be available to one parent or one legal guardian, 18 years of age or older, having a player registered on the Hockey Canada registry for one of the Society's Bantam or Midget hockey teams, any coach, assistant coach or manager that is registered on the Hockey Canada registry for one of the Society's Bantam or Midget hockey teams and any individual who has previously been a member of the Society and who is approved by the Executive to be a Regular Member and any person holding a position on the Society's Executive. The Regular membership available to one parent or one legal guardian, 18 years of age or older, having a player registered on the Hockey Canada registry for one of the Society's Bantam or Midget hockey teams, and any coach, assistant coach or manager that is registered on the Hockey Canada registry for one of the Society's Bantam or Midget hockey teams, expires annually on the thirtieth (30th) day of April of each calendar year. Any Regular Member wishing to withdraw from Regular Membership with the Society may do so upon written Notice of Withdrawal, effective as of the date of receipt by the Society of such Notice of Withdrawal.

Any Regular Member who does not conduct themselves in accordance with the rules and regulations of Hockey Canada and Hockey Alberta or either the by-laws or policies, procedures and operating guidelines for the Society or St. Albert Minor Hockey Association ("SAMHA") may, upon a two third majority vote of the Executive, be expelled as a Regular Member for such period of time as the Executive may determine in its absolute discretion. If so removed, such Regular Member may only be reinstated upon a two third majority vote of the Executive for reinstatement. Any recourse to another hockey branch, commission or the Courts of any jurisdiction by any Regular Member before all rights of appeal and all other rights and remedies of the Society's and SAMHA's by-laws, policies and procedures have been followed, and all of Hockey Alberta and Hockey Canada's rules and regulations have been fully exhausted shall be deemed to be a violation and breach of the Society's by-laws and shall result in the immediate and automatic indefinite suspension of such Regular Member from all of the Society's meetings, games, practices and sponsored or organized activities.

- **HONOURARY MEMBERSHIP:**

The Executive may at any Executive meeting appoint **Honourary Membership** to a member who shall be entitled to all the rights and privileges of regular members except the rights of voting and being elected to the Executive of the Society.

- **LIFE MEMBERSHIP:**

The Executive shall grant a **Life Membership** to any member serving five years of continuous service to the St. Albert Raiders Hockey Club ("SARHC"), provided that the said member has paid his or her annual membership fees, if any, in full for each and every consecutive year during that five year period and no further membership fees are to be charged to that member. A Life Member shall retain all the rights and privileges of his or her former regular membership, including the right to vote.

To be eligible to vote on the election of officers and directors at the Annual General Meeting, a Life Member in good standing must have attended at least one of the meetings of the Society or the SARHC Alumni in the twelve months prior to the Annual General Meeting.

- HONOURARY LIFE MEMBERSHIP:

The Executive may from time to time at any Executive meeting appoint **Honourary Life Membership** to a member in good standing who has made continuous outstanding contributions to the St. Albert Raiders Hockey Club however has not met the criteria for Life Membership. An Honourary Life Member shall retain all the rights and privileges of his or her former regular membership, including the right to vote.

To be eligible to vote on the election of officers and directors at the Annual General Meeting, an Honourary Life Member in good standing must have attended at least one of the meetings of the Society or the SARHC Alumni in the twelve months prior to the Annual General Meeting.

2. WITHDRAWAL AND TERMINATION OF MEMBERSHIP

Any member may withdraw from the Society at any time by written Notice of Withdrawal thereof to the Executive, through its Secretary, at the Society Post Office Box, presently at 359, 3 - 11 Bellerose Drive, St. Albert, Alberta, T8N 5C9.

The members of the Executive shall have the power to reprimand, discipline, suspend or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the Executive render him/her unfit for membership, but no member shall be expelled or suspended without first being summoned before the Executive to explain his or her conduct, nor unless a majority of two thirds of the members thereof then present shall vote for his or her suspension or expulsion. Any member so summoned shall receive at least three days notice in writing from the Secretary, which notice shall contain a statement of the charge brought against him/her. Any member suspended or expelled shall have the right to appeal to a general meeting within fourteen days after suspension or expulsion. The President shall also have the power to reprimand, discipline, suspend, or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the President, render him/her unfit for membership, provided however, that the decision of the President must be brought to and either ratified or revoked by the Executive within 48 hours of such decision.

Any member failing to pay his or her annual membership fees, financial obligations from a prior year, team fees, or any dues within ninety days after the same becomes due shall automatically cease to be a member and thereafter shall not be entitled to any membership privileges or powers in the Society.

The Secretary may e-mail notice to Regular Members advising them that membership fees, financial obligations from a prior year, team fees or any dues must be received by the Society not later than **November 30** of that year in order for the said Regular Member to maintain his or her Regular Member status.

Any individual whose membership has ceased to exist due to failure to pay their membership fees, financial obligations from a prior year, team fees, or any other dues may apply to the Executive upon complete payment of all such funds due, and upon a two third majority vote of the Executive, such individual may be re-instated as a Regular Member.

3. MODE AND TIME FOR CALLING GENERAL MEETING, SPECIAL MEETING, ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING OF SOCIETY

A general meeting of the Society shall be held monthly on such dates as may be set by the Executive, provided however, that the Executive may suspend the calling of not more than two consecutive monthly meetings. Special meetings may be called by the President or Secretary upon receipt by either of them of a written request signed by two members in good standing, setting forth the reasons for calling such special meeting. Notice of general meetings or special meetings shall be given by letter to each voting member in good standing at his or her last known address, by facsimile, by telephone, or by e-mail at least two (2) days before such meetings or such lesser time as the members may agree.

There shall be an Annual General Meeting of the Society that will be held no later than April 30th of the calendar year at such time as the Executive may decide from time to time. Special General Meetings may be called by the President or Secretary upon receipt by either of them of a written request signed by two members in good standing, setting forth the reasons for calling such Special General Meeting.

Notice of the Annual General Meeting or a Special General Meeting shall be given by letter to each voting member in good standing at his or her last known address, by facsimile, by telephone, or by e-mail at least twenty-one (21) days before such meetings or such lesser time as the members may agree. Notice of each Annual General Meeting or Special General Meeting may also be posted in the St. Albert Raiders Hockey Club (SARHC) office or web site, or St. Albert Minor Hockey Association ("SAMHA") office or website.

Four voting members in good standing shall form a quorum at any general meeting, special meeting, Annual General Meeting, or Special General Meeting.

The Executive shall establish a specific date to be known as the "year end" which date may be changed by the Executive from time to time.

4. VOTING

Each Regular Member (one vote per family), Life Member and Honourary Life Member in good standing shall have the right to vote at any meeting as described in these By-laws. No person attending any meeting shall be entitled to more than one vote on any matter at the meeting. Voting shall only be allowed in person and by a show of hands (or secret ballot if a majority of the members present agree) or by electronic voting as defined below. Proxies shall not be recognized. Except in the case of a Special Resolution (which requires at least a 75 % vote in favour by those voting members in attendance), all motions shall be adopted by a majority vote of those voting members in attendance at a meeting. Decisions and voting may be made at any meeting via conference call, facsimile, e-mail, or similar electronic process ("electronic voting"). Any reference in these Bylaws to meeting, voting, or making decisions of the Society, its Executive, Board or its Members may occur and be completed via this electronic process. Any such electronic voting shall be recorded in the Minutes of the next Regular Meeting. *(amended August 26, 2012 AGM)*

5. DIRECTORS AND OFFICERS

The Society shall be managed by a committee of members who shall be known as the **Executive** and shall consist of the following Officers and Directors:

- Past President
- President
- Vice President
- Secretary
- Treasurer
- up to eleven (11) Directors at Large which may include the following or such other categories as may be established by the Executive at such future time and which presently include, but are not limited to:
 - Communications / Social Media Director
 - Midget Director
 - Bantam Director
 - Female Director
 - Equipment Director
 - Discipline Director

One member may hold the combined office of Secretary and Treasurer, which combined office, shall follow the election procedure set out for the Secretary. Specific category Directors for Midget, Bantam and Female must have been a member of the Executive for at least one (1) year before being appointed as a Director in these categories.

Seventy five percent (75%) of the Executive shall be elected at the Annual General Meeting of the Society and twenty five percent (25%) appointed by the Executive. No more than four (4) members of the Executive may be a parent or legal guardian of a Hockey Canada registered hockey player on one of the Society's Bantam or Midget hockey teams.

The Officers and Directors shall be elected at the Annual General Meeting of the Society as follows:

- **PRESIDENT** shall be elected for a two (2) year term on even numbered years (2010, 2012, etc.); *(amended August 29, 2010 AGM)*
- **VICE PRESIDENT** shall be elected for a two (2) year term on odd numbered years (2011, 2013, etc.); *(amended August 29, 2010 AGM)*
- **SECRETARY** shall be elected for a two (2) year term on even numbered years (2010, 2012, etc.); *(amended August 29, 2010 AGM)*
- **TREASURER** shall be elected for a two (2) year term on odd numbered years (2011, 2013, etc.); *(amended August 29, 2010 AGM)*
- **DIRECTORS** shall be elected for a two year term at the first AGM following their appointment and every two years thereafter. *(amended August 29, 2010 AGM)*

- **PAST PRESIDENT** shall be the person who has served the previous term as the President;

Any officer or director who is absent without cause from three (3) consecutive Executive Meetings shall, ipso facto, vacate his or her office. Any officer or director may be removed from office upon a majority vote of all voting members in good standing for any cause which the Society deems reasonable.

The Executive may fill any casual vacancies occurring in the Executive.

The Executive may make provisions for remuneration, or reimbursement of any officer or director as it may direct from time to time.

6. POWERS OF OFFICERS AND DIRECTORS

The President must have been a member of the Executive for at least two years and shall be an ex officio a member of all committees. He shall, when present, preside at all meetings of the Society and the Executive. In his or her absence, the Vice President shall preside at any such meetings. In the event that both the President and Vice President are absent, a Chairperson may be elected by those voting members present at the meeting to preside over it. The President may exercise the powers of the Executive, if in the President's opinion, an emergency (defined as where immediate action is required in the best interest of the members and the Society) requires it. Such exercise of power must subsequently be ratified by the Executive within forty-eight (48) hours of the President exercising such powers. The President shall also have the power to reprimand, discipline, suspend, or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the President, render him/her unfit for membership, provided however, that the decision of the President must be brought to and either ratified or revoked by the Executive within forty-eight (48) hours of such decision. The President shall also have the power to reprimand, discipline, suspend, or expel any member, coach, trainer or player who infringes any rules of the Society, or whose conduct, in the opinion of the President, is inappropriate, or in breach of any of the rules of Hockey Canada, Hockey Alberta, or the league or tournament within which his/her team participates. The President may delegate all or a portion of this power to the Discipline Director.

The Vice President will assume responsibilities and duties of the President upon delegation or in the absence of the President, have signing authority for the Society, oversee day to day hockey operations, both internally and externally, arrange for attendance at various league meetings, report to the President and undertake such other duties as may be assigned by the President.

The Executive shall, subject to the By-laws, and as provided by the By-laws, and to any direction given them by a majority vote of the Society at any meeting thereof properly called and constituted, have full control and management of the operations, administration, business and affairs of the Society. Without limiting the generality for the foregoing, the Executive has the power and authority to create and implement operational policies and procedures, rules and governing directives, both as to its operations and administration and that of its hockey teams, members, players and coaching staff, and to hire, employ or contract the services of, and delegate to,

individuals, corporations, organizations or associations to assist or carry out the Society's administration and operation.

Meetings of the Executive shall be held as often as the business of the Society shall require, and at least once every three (3) months, and shall be called by the President. Meetings of the Executive shall be called by two (2) days notice in writing mailed or e-mailed to each officer and director, provided however that should any emergency situation arise, a one hour's notice by telephone call shall be deemed to be sufficient notice of the Executive meeting. Any four (4) members of the Executive present shall constitute a quorum.

7. COMMITTEES

The Executive of the Society may appoint committees from time to time for any special purpose, subject always to the objectives of the Society and may delegate authority to any such committee, provided that any such committee shall be subject to the regulation and control of the Executive. In particular, the Executive will facilitate and promote a **Parent Advisory Committee**, comprised of up to two parents from each team in SARHC, who will be encouraged to meet to discuss SARHC related issues, excluding coach selection and financial controls, and make recommendations to the Executive.

8. SECRETARY

It shall be the duty of the Secretary or Secretary Treasurer to attend all meetings of the Society, and of the Executive, and to keep accurate minutes of the same. He or she shall also be responsible for the preparation and keeping of all other necessary books and records of the Society. He or she shall also have charge of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary or Secretary Treasurer and the President, or in the absence of either, by the remaining one, and the Vice President. In case of the absence of the Secretary his or her duty shall be discharged by such member of the Executive as may be appointed by the Executive. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual membership fees levied by the Society, such monies to be promptly turned over to the Treasurer or Secretary Treasurer for deposit in a chartered bank as hereinafter required.

9. TREASURER

The Treasurer or Secretary Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in such bank as the Executive may order. He or she shall properly account for all the funds of the Society and keep such books as may be directed. He shall present a full detailed account of the receipts and disbursements of the Society to the Executive whenever requested, and shall prepare for submission to the Annual General Meeting, a statement duly audited as hereinafter set forth of the financial position of the Society, and submit a copy of same to the Secretary for the records of the Society.

10. DIRECTORS

Only the positions of President, Vice President, Secretary and Treasurer are positions, as officers and directors of the Society that shall be elected specifically. The remaining Executive positions, including Communications/Social Media, Midget, Bantam, Female, Equipment, Discipline, (hereafter "Category Directors"), and/or any other Directors at Large may be elected or appointed as an Executive member without specific designation to a Category Director position. The designation of specific Category Directorships shall be determined by the Executive from those so elected or appointed, such that the most suitable individual capable of undertaking the duties and responsibilities for any of such specific Category position is appointed to it. The duties of the Category Directors of the Executive are as outlined in the Society's policies, procedures and operating guidelines.

11. AUDIT

An auditor for the financial records and accounts of the Treasurer or Secretary Treasurer shall be appointed at the Annual General Meeting of the Society and an audit (official examination of the Society's financial records or review of a transaction of the Society by an accredited person or recognized audit authority) shall be submitted at the Annual General Meeting. The recognized audit authority "auditor" may be a duly qualified accountant or two members of the Society designated for such purpose at the Annual General Meeting of the Society.

The fiscal year of the Society shall be that aforementioned date known as the "year end" which date shall be as the Executive may decide from time to time.

12. BORROWING POWERS

The borrowing powers of the Society may be exercised by the Executive thereof. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

13. INSPECTION OF RECORDS

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each of the Executive shall at all times have access to such books and records.

14. BYLAWS

No amendment of or addition to the By-laws shall be made except by a Special Resolution of the members of the Society at a meeting of the members of the Society called for that purpose.

No individual may hold the position of President of the Society who holds an elected or appointed office with any other group associated with the Society.

Special Resolution means a resolution passed at such a meeting of which not less than twenty-one (21) days notice, specifying the intention to propose the resolution, has been

duly given, and by the vote of not less than 75% of those voting members, in good standing, entitled to vote in person.