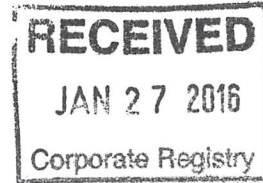


Special Resolution

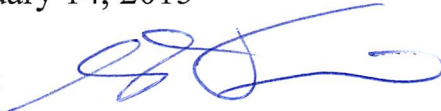


I hereby certify that the following special resolution was passed at a meeting of the members of the Tofield Minor Hockey Association on January 14, 2016.

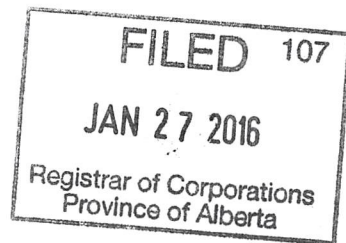
The bylaws were changed as follows:

The existing bylaws are repealed. They are replaced with the attached bylaws.

Date: January 14, 2015

Signature: 

Title: *President Tofield Minor Hockey*



Note: President: Sterling Triessen.

GENERAL
302 PSYAL
UNIVERSITY OF MICHIGAN

[illegible]

JAN 27 2016

Registrar of Corporations
Province of Alberta**Tofield Minor Hockey Association Bylaws****Article 1 – Name**

- 1.1 This not-for-profit society shall be known as the Tofield Minor Hockey Association.

Article 2 - Interpretation

- 2.1 Index and Headings – the insertion of headings and the provisions of an Index are for the convenience of reference only and shall not affect the construction or interpretation hereof.
- 2.2 Terms – the terms “bylaws”, “hereof”, “herein” “hereunder” and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word “Bylaw” followed by a number shall mean the particular Bylaw being part of these Bylaws.
- 2.3 Singular, Plural and Gender – words importing the singular number only include the plural and vice versa and words importing the use of any gender include all genders.
- 2.4 In Writing – “in writing” or “written” include printing, typewriting or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including telecopier (fax), telex or telegraph.
- 2.5 Notice – whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.
- 2.6 Definitions
- 2.61 “Act” means the Societies Act of Alberta
- 2.62 “AGM” means an annual general meeting.
- 2.63 “Association” means the Tofield Minor Hockey Association.
- 2.64 “Board” means the Directors of the Association acting as a body (the Executive Board of Directors).
- 2.65 “Director” means any person elected or appointed to a position on the Board.
- 2.66 “General meeting” means an AGM and a special general meeting.
- 2.67 “Member” means a member of the Association who is in compliance with the constitutions, bylaws, policies and procedures and regulations of the Canadian Amateur Hockey Association, Hockey Alberta, applicable leagues and the Tofield Minor Hockey Association and who are not under suspension for any breach of the foregoing.
- 2.68 “Participant(s)” means a player(s) properly registered to participate in the hockey program.
- 2.69 “Persons” include corporations and associations.
- 2.70 “Family” means parent(s) or legal guardian(s) of a properly registered participant(s) in the hockey program.
- 2.71 “Public Notice” means one of, or a combination of, telephone, fax, email, newspaper advertisement, website notice.

Article 3 - Membership

- 3.1 Membership in the Association shall include the following:
- a) each parent or legal guardian of each individual who is properly registered to participate in the Association's hockey program upon payment of the player's annual registration fees and any other outstanding monies owing to the Association;
 - b) each Officer/Director of the Association upon election to a position on the Executive Board of Directors;
 - c) each member of team management (coach, assistant coaches, managers) upon approval of appointment to team management by the Executive Board of Directors.
 - d) any person residing in Alberta, and being of the full age of 18 years, may become a member by a favorable vote passed by a majority of the members at a regular meeting of the Association. These members will be required to pay a fee as set by Association.
- 3.2 Members are entitled to one vote, on any issue, at an annual general meeting or special general meeting.
- 3.3 Members may resign by submitting a resignation in writing to the Executive Board of Directors. The resignation takes effect on receipt by the Executive Board of Directors.
- 3.4 Every member shall comply with the bylaws, policies and procedures of the Association and any rules of order governing the conduct of general meetings and meetings of the Board.

Article 4 – Membership Suspension/Termination

- 4.1 Any member who is in arrears of fees or assessments as at January 31 of any season may be suspended from the Association by the Board and shall not be entitled to membership privileges or powers in the Association (including on-ice privileges for related registrants) until the fees/assessments have been paid and the member is reinstated.
- 4.2 A member may be suspended from the Association for a serious violation, or violations, of Hockey Canada, Hockey Alberta, league or Association bylaws, policies and procedures.
- 4.3 Any member serving a suspension or other disciplinary action imposed by a league, Hockey Alberta, the Tofield Minor Hockey Association or other governing authority shall not be considered to be a member in good standing and will lose membership privileges, including serving a team, serving on the executive or serving in any other official capacity. Privileges will be reinstated once the term of suspension has been served.
- 4.4 A member may be expelled by special resolution of the Board. The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion. A member who is the subject of a proposed special resolution for expulsion must be given sufficient notice and the opportunity to be heard at a general or special general meeting before the resolution is put to a vote.
- 4.5 Upon a two-thirds majority vote of a quorum at the general or special general meeting, a member may be expelled from membership.

Article 5 - Annual General Meetings and Other General Meetings of the Membership

- 5.1 The annual general meeting, or any special general meeting, of the members shall be held at such place and at such time as the Board may determine. The annual general meeting shall be held not later than the 31st day of May in each year.
- 5.2 Twenty one days of public notice shall be given for meetings of the members. Notice of the Annual General Meeting must specify the place, day and hour of meeting and the general nature of the business to be addressed during the meeting and include any special resolution(s) to be proposed at that meeting.
- 5.3 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 5.4 A member who has been suspended or is otherwise not in good standing is not eligible to vote at a general meeting. A member who is the subject of an expulsion resolution may attend that portion of a meeting dealing with his/her expulsion.
- 5.5 Thirty (30) members, who are entitled to vote and who are in good standing, shall constitute a quorum at general and special general meetings.
- 5.6 Each member has the right to speak to any issue raised at an AGM or special general meeting..
- 5.7 Voting on any issue is by a show of hands except when a ballot is requested by a majority of members present, on a show of hands.
- 5.8 Proxy voting is prohibited.
- 5.9 In case of an equality of votes, the chair of a general meeting does not have a casting or second vote in addition to the vote to which the chair is entitled as a member, and the proposed resolution is defeated
- 5.10 No official business, other than a call to order and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 5.11 If, during a general meeting, a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.12 The President, or in the absence of the President, one of the Vice Presidents, must preside as chair of the Annual General Meeting or special general meetings. If the President or one of the Vice Presidents is not present within thirty (30) minutes of the time appointed for holding the meeting, and all other Directors present are unwilling or unable to act as Chair, the members present will choose a member who is present to chair the meeting.
- 5.13 All meetings of the Association will be conducted in accordance with Robert's Rule of Order.
- 5.14 An annual membership fee will be assessed to each family at the time of registration. Families that attend the AGM will have their membership fee returned.

Article 6 – Annual General Meeting Order of Business

- 6.1 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented, the Officers and Directors shall be elected or appointed and the auditors appointed for the ensuing year.
- 6.2 The order of business at the annual general meeting shall be as follows:
- a) Formal approval/amendment of the agenda
 - b) Reading of the minutes of the last AGM
 - c) Business arising from the minutes
 - d) Reports
 - e) Election of Officers
 - f) Election of Auditors
 - g) New business
 - h) Adjournment
- 6.3 The members may consider and transact any business, without notice thereof, at any meeting of the members.

Article 7 - Petitioned Meetings of the Membership

- 7.1 When all other reasonable means to resolve an issue have failed, the membership may petition the Board in a final attempt to resolve the issue.
- 7.2 Within fourteen days of receipt of a petition signed by forty five (45) members in good standing, the President shall call a special meeting of the general membership by public notice specifying the place, date and time of the meeting and the purpose of the meeting. The notice of meeting will precede the meeting date by a minimum of eight days.
- 7.3 A minimum of thirty (30) petitioners must be present at the meeting for the meeting to proceed. If fewer than thirty (30) petitioners are present at the time appointed for commencement of the petitioned meeting, the meeting must be terminated and the petition fails. Attendance at a petitioned meeting will be recorded.
- 7.4 A spokesperson for the petitioners will present the case in support of the petition. Other petitioners present will be given the opportunity to speak to the petition issue. The Board will explain the position of the Association.
- 7.5 On conclusion of presentations, explanations and debate, the President will request a motion on the issue and call for a vote by petitioners.
- 7.6 Voting on any motion is by a show of hands except when a ballot is requested by a majority of petitioners present, on a show of hands. Proxy voting is prohibited.
- 7.7 The Board will record both the concerns of petitioners and the results of the vote by petitioners on the issue.
- 7.8 The concerns of petitioners and results of the vote will be discussed at the next meeting of the Board. The Board may confirm, alter or deny the outcome expected by petitioners. Notice of the decision made by the Board will be communicated, in writing to the designated spokesperson of the petitioner group and to the general membership through level Directors.
- 7.9 The President, or, in the absence of the President, one of the Vice Presidents, must preside as chair of a petitioned meeting. If the President, or one of the Vice Presidents, is not present within thirty

(30) minutes of the time appointed for holding the meeting, and all other Directors present are unwilling or unable to act as Chair, the members present will choose a member who is present to chair the meeting.

Article 8 –Board of Directors

- 8.1 The Board shall consist of the President, two Vice Presidents, the Past President, the Secretary, the Treasurer and any other elected or appointed Directors required by the Association. At no time will the number of members on the Board exceed twenty-one (21).
- 8.2 The Board, so elected or appointed, shall serve until their successors are elected or appointed and installed unless removed by a resolution of the Board or termination occurs through resignation.
- 8.3 A vacancy occurring during the year may, at the discretion of the Board, be filled by a Board appointment for the balance of the term. Alternatively, the Board may call for the position to be filled by election at a special general meeting of the membership.
- 8.4 Any member in good standing is eligible to hold office in the Association. Both spouses from one family may not serve on the Board at the same time.
- 8.5 A person holding a position on the Board may serve as a head coach with the approval of the Board.
- 8.6 A person may hold only one position at a time on the Board .
- 8.7 The Board shall, subject to the bylaws and direction given to it by a majority vote at any meeting properly called, constituted and conducted, have full control and management of the affairs of the Association.
- 8.8 Meetings of the Board shall be held as often as required, but at least once every three months, and shall be called by the President.
- 8.9 A special meeting may be called on instruction of any six members of the Board provided they request, in writing, that the President call such a meeting. The written request for a meeting must state the reason for calling the meeting.
- 8.10 Members of the Board shall receive a minimum of three days notice of a meeting of the Board. Such notice may be by email or by telephone or fax.
- 8.11 A meeting may be held without notice if a quorum of the Board is present. All business transactions at such meetings held without notice shall be ratified at the next regularly called meeting of the Board. If not so ratified, all said transactions shall be null and void.
- 8.12 All elected and appointed persons on the Board, with the exception of the President, shall be entitled to one vote on any motion. In the event of a tie vote, the President shall be entitled to vote on the motion.
- 8.13 A majority of the members of the Board shall constitute a quorum for the transaction of business of any meeting of the Board.

- 8.14 The Board may, upon a three-fourths vote of all its members present, suspend any member of the Board who, in the opinion of the Board, has been, or is being remiss or neglectful of duty or by conduct tending to impair his/her usefulness and/or discretion as a member of the Board.
- 8.15 A suspended member of the Board shall be given confirmation of his/her suspension in writing. The written notice must specify both the reason(s) for the suspension and the length of the suspension. If the suspended Board member so requests, the President shall call a special general meeting of the membership within twenty-one (21) days to either confirm or deny the suspension.
- 8.16 The Board may, upon a three-fourths vote of all of its members present, suspend a member of the Board pending a recommendation to the general membership that the member be terminated for the remainder of his/her term of office.
- 8.17 The call for termination shall be by way of resolution placed before a special general meeting, such meeting to take place within twenty-one (21) days of written notice to the member. Written notice to the Board member must specify the reason(s) for the termination.
- 8.18 The Board member must be provided sufficient and reasonable opportunity to speak to the resolution for termination.
- 8.19 Failure to call a special general meeting of the membership within twenty-one days as specified in Article 8.15 or 8.17 shall result in immediate reinstatement of the Board member.
- 8.20 A member of the Board ceases to be a member of the Board:
- (a) on ceasing to be a member;
 - (b) at the end of the Director's term of office, unless the Director is re-elected;
 - (c) on death;
 - (d) on becoming unable or unwilling to perform the duties of a Director for any reason;
 - (e) failing to attend three consecutive meetings of the Board without Board authorization.

Article 9 – Terms of Office

- 9.1 The terms of office for the President, Vice Presidents, Secretary, and Treasurer shall be 2 years in duration, with the President, Vice President – On Ice and Secretary's terms ending in an ODD year and the Vice President – Off Ice and Treasurer's terms ending in an EVEN year.
- 9.2 Level Directors shall serve one year terms of office.
- 9.3 Other persons elected to positions on the Board will serve terms of office as determined by the Board and considering the nature of the responsibilities of the office. Terms cannot be longer than 3 years without an election taking place. These terms of office shall be included in TMHA policy.

Article 10 – Election of Board Members (Directors)

- 10.1 Election of members of the Board will be conducted at the Annual General Meeting.
- 10.2 A Nomination Committee shall be appointed at least sixty (60) days prior to the AGM. The Nomination Committee will be chaired by any member of the Board designated by the President. Two persons, identified and approved by the Board, from the general membership will also be appointed to assist the chair in the identification of a list of candidates.
- 10.3 A list of candidates will be presented to the Board three weeks prior to the holding of the AGM.
- 10.4 In addition to those names brought forward by the Nomination Committee, nominations from the floor of the AGM will also be accepted.

- 10.5 Every nomination, whether part of a list of candidates or received from the floor of an AGM, must be seconded by a member in good standing.
- 10.6 Voting during elections will be by a show of hands. Nominees will be excused from the room while voting takes place.
- 10.7 Positions on the Board filled through the election process will be filled in the following order:
- (a) President – first position filled and once elected, conducts the remainder of the election.
 - (b) Vice Presidents – filled second
 - (c) Treasurer – after Vice Presidents and the position of President
 - (d) Secretary – after Treasurer (outgoing Secretary will complete minutes of the AGM)
 - (e) Level Directors – following Secretary
 - (f) Other positions will be filled in the order determined by the Board.
- 10.8 Unless specifically authorized by the Board, no member of the Board or member of the Association shall be remunerated for his/her services.

Article 11 – Responsibilities

- 11.1 The Board shall administer the affairs of the Association in all things and may exercise all such powers and do all such other acts and things as the Association is authorized to exercise and do in accordance with the Alberta Societies Act including:
- Advising the Members on all matters of policy.
 - Reviewing the previous seasons operations prior to the annual general meeting and establishing policies for the forthcoming season prior to commencement of the season.
 - Establishing and maintaining liaison with Hockey Alberta and leagues.
 - Ensuring that a list of nominees for positions on the Board is available prior to the annual general meeting.
 - Appointing all head coaches and other personnel that constitute team management.
 - Monitoring and ensuring that each Member of the Association abides by the bylaws, policies and procedures of the Association and rules and regulations determined by Hockey Canada, Hockey Alberta and leagues where Association teams participate.
 - Suspension or expulsion of any Member who fails to comply with the forgoing bylaws, policies, procedures, rules and regulations. Rules of natural justice shall be followed in any case of suspension or expulsion.
 - Approval of the expenditure of funds except where such approval has been properly delegated.
 - Provision of a full report of the activities of the Association, including an audited financial report, to all Members at the annual general meeting.
 - Engaging the services of legal counsel with respect to the affairs of the Association.
- 11.2 The President is responsible and accountable for the general management, direction and control of the day to day activities of the Association. The President, unless unable to be present, presides at all meetings of the Association. The President is an ex-officio member of all Association committees and is the principal signing officer of the Association. The Secretary shall prepare and keep the minutes for all TMHA general and executive meetings and any other Association books and/or records. The vice-presidents shall be accountable for the organizing, directing, co-ordinating, and monitoring of on-ice and off-ice activities. The treasurer shall manage association funds and maintain comprehensive financial records, and produce and present audited year end financial statements to the general membership.

- 11.3 Detailed descriptions of the responsibilities of all positions on the Board shall be detailed in the Tofield Minor Hockey Association policy document.
- 11.4 The President may reassign responsibilities to members of the Board based on interests, skills and availability to ensure that the Association achieves its stated purpose.
- 11.5 Major reassignments of responsibilities described in policy must be approved by the Board.

Article 12 – Fiscal Management and Audit

- 12.1 The fiscal year of the Association shall be a twelve month period commencing on the first day of April in each year.
- 12.2 The documents of the Association, including the accounting and membership records, may be examined by any Director or member.
- 12.3 The cheques of the Association shall be signed, typically, by the President and the Treasurer or by others to whom signing authority has been properly delegated in writing.
- 12.4 The Association may borrow or raise or secure the payment of money in such manner as it sees fit, including by the issue of debentures. No debenture can be issued without the sanction of a special resolution. Members may, by special resolution, restrict the borrowing power of the Board, but a restriction so imposed expires at the next AGM.
- 12.5 The Association must invest its funds only in such securities or investments as are reasonably secure and which the Board considers are likely to advance Association objects.
- 12.6 The books, accounts, and records of the Treasurer shall be audited at least once each year, following the end of the fiscal year, by two Members of the association elected for that purpose at the AGM.
- 12.7 No Director or employee of the Association can be an auditor.
- 12.8 A complete and proper statement of the standing of the books for the previous year shall be submitted at the AGM of the association.

Article 13 - Governing Bodies

- 13.1 The Association recognizes Hockey Canada and Hockey Alberta as governing bodies of the sport of hockey and agrees to abide by rules and regulations instituted by these bodies.

Article 14 – Indemnification

- 14.1 Every coach, manager and Director of the Association, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,
 - a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office: and
 - b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Article 15 – Amendments to Bylaws

- 15.1 These bylaws may be rescinded, altered or added to by Special Resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at an AGM of which twenty-one days public notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

Article 16 – Corporate Seal

- 16.1 The Association will not adopt a corporate seal.

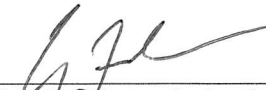
Article 17 - Dissolution

- 17.1 The Tofield Minor Hockey Association may be wound up or dissolved pursuant to the Societies Act of Alberta or its successor legislation and subject to the following:
- (a) Any resolution to wind up or dissolve the Association must be a Special Resolution of the Association.
 - (b) Upon winding up or dissolution of the Association, any assets remaining after payment of any debts and liabilities must be donated in such proportion as the members of the Association may decide by majority vote at the time of the winding up or dissolution of the Association to one or more non-profit organizations having goals and objectives similar to that of the Association.

APPROVED THIS 14th DAY OF January, 2016



President



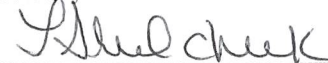
Vice President – On Ice Operations



Vice President – Off Ice Operations



Secretary



Treasurer



Witness