

**YELLOWKNIFE MINOR HOCKEY ASSOCIATION
BYLAW**

Approved: 14 May 2018

ARTICLE 1: GENERAL

1.1 Name

The name of the Society shall be Yellowknife Minor Hockey Association; hereinafter referred to as “the Association.”

1.2 Purpose

These bylaws relate to the general conduct of the affairs of the Association, an association incorporated under the Northwest Territories Societies Act (RSNWT 1988 c.S-11).

1.3 Operations

The operations of the Association shall chiefly be carried on in Yellowknife, Northwest Territories.

1.4 Affiliation

The Association is a member of the Hockey NWT, Hockey North and Hockey Canada.

1.5 Interpretation of Bylaws

Except as provided in the Act, the Executive Committee shall have sole authority to interpret any provision of these by-laws which is ambiguous or unclear.

ARTICLE 2: MISSION AND OBJECTIVES

2.1 Mission

The mission of the Association is to provide opportunities for youth to participate in a positive hockey experience and to develop positive life-long skills and values in a fun and safe environment.

2.2 Objectives

The Association will pursue its mission by:

- a) providing quality and innovative programs which meet the needs of its members;
- b) providing focused and progressive development for its players, coaches and volunteers; and
- c) engaging its members, volunteers and partner organizations to understand and respond to their needs.

ARTICLE 3: INTERPRETATIONS AND DEFINITIONS

“Membership Year” shall be 01August to 31 July of the following year unless otherwise determined by the Executive Committee.

“Extraordinary Resolution” means a resolution in writing passed by a majority of not less than threequarters of the eligible members in attendance at an Annual or Special General Meeting for which proper notice has been given.

“Act” refers to the Northwest Territories Societies Act (RSNWT 1988 c.S-11).

“Simple Majority” means half plus one of the eligible voting members in attendance at a meeting.

“He” and “she” are used interchangeably and may refer to the other gender as appropriate.

“Written notice” shall mean a notice that is hand-delivered or provided by mail, courier or e-mail to the relevant member or placed in a local newspaper in general circulation in Yellowknife

ARTICLE 4: MEMBERSHIP

4.1 Eligibility

Membership is available to any person who:

- a) has an interest in the game of hockey;
- b) is committed to the vision, mission and values of the Association; and
- c) agrees to abide by Association policies and procedures.

4.2 Categories

The Association has three categories of membership:

- a) Playing Member includes any player who has registered in the membership year and is in good standing with the Association.
- b) Voting Member includes:
 - i) A parent or legal guardian of a playing member who is in good standing with the Association.
 - ii) Directors, Governors, Coaches, committee members and other such persons appointed to a position in the Association in accordance with the Association’s bylaws and procedures and who are in good standing with the Association.
 - iii) Any playing member over 18 years of age.
- c) Honorary Member includes any person who, in recognition of an outstanding contribution to the Association, has been designated as a permanent member of the Association, as approved by the Executive Committee.

4.3 Application for Membership

An individual shall not be admitted as a member unless he has:

- a) made an application, with appropriate documentation, to the Association;
- b) paid registration fees for league programs as determined by the Association; and
- c) been approved as a member by the Association.

4.4 Good Standing

A member shall be deemed to be in good standing when:

- a) registration fees for league programs have been paid as prescribed by the Association;
- b) he has not violated the bylaws and policies of the Association; and
- c) she is not subject to a disciplinary investigation or action of the Association.

4.5 Rights

A member in good standing is entitled to:

- a) participate in Association programs in accordance with Association policies and procedures; and
- b) participate in Association decisions consistent with member status.

4.6 Responsibilities A member is responsible for:

- a) adhering to the vision, mission, and values of the Association; and
- b) adhering to Association bylaws, policies and procedures.

4.7 Resignation

A member may resign from the Association by giving written notice to the Association, except as set forth below.

A member may not resign from the Association when he is subject to a disciplinary investigation or action by the Association.

4.8 Discipline and Appeal

A member who fails to meet her responsibilities to the Association may be subject to discipline, suspension or expulsion from the Association.

A member who is subject to discipline, suspension or expulsion from the Association may appeal the decision in accordance with Association policies and procedures.

4.9 Registration Fees

Registration fees for league programs shall be determined only at an Annual General Meeting or a Special General Meeting.

4.10 Arrears of Dues

A Member's playing or voting privileges with the Association may be suspended for failing to pay registration fees by the prescribed date.

A Member may be expelled from the Association if his registration fees for league programs remain unpaid for 30 days past the date of application.

4.11 Liable for Dues

Notwithstanding expulsion from the Association, a former member remains liable for any membership dues and liabilities owing prior to the expulsion.

ARTICLE 5: MEETINGS OF THE MEMBERS

The Association shall conduct its business according to the following:

5.1 Annual General Meeting

a) Location and Date

The Association shall hold an Annual General Meeting in the City of Yellowknife, each year, on a date to be set by the Executive Committee. The date must be at least thirty (30) days after the date on which the fiscal year of the Association ends.

b) Agenda

The agenda for the Annual General Meeting shall include:

- 1) Call to Order
- 2) Approval of Agenda
- 3) Adoption of Minutes from previous Annual General Meeting
- 4) Committee Reports
- 5) Approval of Financial Statements
- 6) Appointment of Auditors
- 7) Election of Directors
- 8) New Business
- 9) Adjournment

c) Notice

Notice of the Annual General Meeting, including the agenda, shall be provided to all members at least thirty (30) days prior to the date of the meeting. Notice shall include an advertisement in a newspaper in general circulation in the City of Yellowknife.

d) New Business

Any Member who wishes to place new business on the agenda must so notify the President at least fifteen (15) days prior to the date of the meeting. Notice must include a statement of the business to be discussed.

e) Chair
The meeting shall be chaired by the President or another Director as determined by the Executive Committee.

e) Quorum

A quorum at the Annual General Meeting shall be a minimum of twelve (12) eligible voting members.

g) Voting

Votes shall be cast only by members in good standing and there shall be only one voting member per family. Votes may not be cast by proxy.

h) Determination of Votes

Votes shall be determined by a show of hands unless a recorded ballot is requested by a majority of the voting members.

i) Majority of Votes

Unless it is a matter requiring an extraordinary resolution a Simple Majority vote of the eligible members present shall decide each issue. A tie vote shall fail.

j) Extraordinary Resolution

Matters required to be determined by an Extraordinary Resolution shall be passed by a majority of not less than three-quarters of the eligible members in attendance.

k) Rules of Order

All meetings of the Association shall be conducted according to Robert's Rules of Order except when superseded by the Act or this Bylaw, in which case the Act or Bylaw shall take precedence.

5.2 Special General Meeting

a) Location

The Association shall hold a Special General Meeting in the City of Yellowknife, in accordance with these bylaws.

b) Calling of Meeting

A Special General Meeting of the Members may be called at any time:

- 1) at the discretion of the President;
- 2) by a Majority Vote of the Executive Committee; or
- 3) by application in writing by twenty-five (25) members to be received by the President.

The written request shall include a description of the issue(s) to be considered. The meeting shall be held within twenty-one (21) days of receipt of the written request.

c) Notice

Written notice of the Special General Meeting, including the agenda, shall be provided to all Members at least fourteen (14) days prior to the date of the meeting and such notice shall contain the date, time, place and purpose of the meeting. Notice shall include an advertisement in a newspaper in general circulation in the City of Yellowknife.

d) Chair

The meeting shall be chaired by the President or another Director as determined by the Executive Committee.

e) Quorum

A quorum at a Special General Meeting shall be a minimum of twelve (12) eligible voting members.

f) Voting

Votes shall be cast only by members in good standing and there shall be only one voting member per family. Votes may not be cast by proxy.

g) Determination of Votes

Votes shall be determined by a show of hands unless a recorded ballot is requested by a majority of the voting members.

h) Majority of Votes

Unless it is a matter requiring an extraordinary resolution a Simple Majority vote of the eligible members present shall decide each issue. A tie vote shall fail.

i) Extraordinary Resolution

Matters required to be determined by an Extraordinary Resolution shall be passed by a majority of not less than three-quarters of the eligible members in attendance.

j) Rules of Order

All meetings of the Association shall be conducted according to Robert's Rules of Order except when superseded by the Act or this Bylaw, in which case the Act or Bylaw shall take precedence.

ARTICLE 6: DIRECTORS OF THE ASSOCIATION

6.1 Responsibilities

The Executive Committee is responsible for:

- a) establishing and reinforcing the Association mission, vision, and values;
- b) establishing strategic and policy direction for the Association;
- c) ensuring the financial health of the Association;
- d) ensuring that the Association has adequate human resources;
- e) overseeing Association programs and operations; and
- f) ensuring effective relations with the membership and the community.

6.2 Powers

Except as otherwise provided in the Act or these bylaws, the Executive Committee has the powers of the Association and may delegate any of its powers, duties and functions in the discharge of its responsibilities.

6.3 Composition

The Executive Committee shall consist of eleven (11) Directors comprised of:

- a) ten Directors, who shall be elected by the membership, and

- b) the Immediate Past President

6.4 Positions

The general duties of each Director are as follows:

- a) the President shall be responsible for the overall supervision of the affairs and operations of the Association, including the Executive Committee.
- b) the Director, League Programs shall have overall responsibility for the operations of league programs.
- c) the Director, Development Programs shall have overall responsibility for the operations of the development program.
- d) the Director, Development Teams shall have overall responsibility for the operations of the development teams.
- e) the Director, Administration shall have overall responsibility for the administrative needs of the Association, and shall also hold the position of Secretary.
- f) the Director, Finance shall have overall responsibility for the financial resources of the Association and shall also hold the position of Treasurer.
- g) the Director, Sponsorship and Fundraising shall have overall responsibility for sponsorship and fundraising for the Association.
- h) the Director, Special Events shall have overall responsibility for the organization of special events for the Association.
- i) the Past President shall act as an advisor to the President and help maintain administrative and policy continuity from year to year.
- j) The Director of Female Program shall have the responsibility for all female programs from U8-graduation.
- k) The Director of Ethics and Discipline shall have the responsibility for discipline hearings and dealing with ethical and discipline issues for the association.

6.5 The Directors shall appoint from amongst themselves, the position of Vice President to act in the absence or incapacity of the President.

6.6 Appointments

When, for any reason, a vacancy occurs on the Executive Committee, except for the immediate Past President, the remaining directors may appoint a qualified person to fill the vacancy until the next Annual General Meeting.

6.7 Eligibility

Any person may be nominated for election as the President or a Director, who is:

- a) a member in good standing of the Association;
- b) resides within seventy-five kilometers of the City of Yellowknife;

- c) not an employee or paid contractor of the Association; and
- d) at least nineteen (19) years old.

A candidate seeking the position of President must have occupied an elected or appointed position within the Association for at least one of the past three years.

6.8 Resignation

A Director may resign from the Executive Committee at any time by presenting her written notice of resignation to the President. This resignation shall become effective on the date which the request is approved by the Executive Committee.

6.9 Vacate Office

A Director shall be deemed to have vacated her position when she:

- a) ceases to be a member in good standing of the Association,
- b) ceases to reside within seventy-five kilometers of the City of Yellowknife or
- c) without reasonable excuse, fails to attend three consecutive meetings of the Executive Committee.

6.10 Removal

A Director may be removed by Extraordinary Resolution of the members present at an Annual General Meeting or Special General Meeting provided that the Director has been given notice of and the opportunity to be present at such a meeting.

6.11 Conflict of Interest

Directors shall exercise their responsibilities in a manner which avoids actual or perceived conflict of interest.

ARTICLE 7: ELECTIONS

7.1 Election of Directors

The election of Directors shall take place at the Annual General Meeting by those members present and eligible to vote.

7.2 Nominations

A person may be nominated for election, at the Annual General Meeting by:

- a) a Nominating Committee or
- b) a member from the floor.

The nomination may be made in person or in writing and must be seconded by a member present at the meeting. In either case, the nominee must consent to the nomination. If the nominee is not present, he/she must provide written notice of acceptance of the nomination.

7.3 Order of Elections

Officers are elected for two years terms.

The following positions shall be elected in even years:

President

Director of League Programs

Director of Skills and Training

Director of Administration

Director of Sponsorship and Fundraising

The following positions shall be elected in odd years:

Director of Finance

Director of Development Teams

Director of Female Programs

Director of Ethics and Discipline

Director of Special Events.

7.4 Voting

Votes shall be cast only by members in good standing and there shall be only one voting member per family.

Votes may not be cast by proxy.

7.5 Determination of Votes

Voting shall be by recorded ballot, unless otherwise determined by the eligible members present.

7.6 Majority of Votes

A Simple Majority present shall decide each issue. A tie vote shall fail.

7.8 Term

The President and each Director shall be elected for a term of one year.

ARTICLE 8: MEETINGS OF THE EXECUTIVE COMMITTEE

8.1 Call of Meetings

Meetings shall occur at the call of the President or at the request of a simple majority of the Directors.

8.2 Number of Meetings

The Executive Committee shall hold meetings once per month during the membership year and may hold additional meetings as determined from time to time.

8.3 Notice

Before each meeting of the Executive Committee, the President shall provide each Director with sufficient notice of the meeting together with the agenda of the business to be transacted at the meeting.

8.4 Quorum

A majority of the Directors shall be quorum for a meeting of the Executive Committee.

8.5 Chair

If the President is absent from the meeting, the Executive Committee shall appoint, from among its members, a Director to preside over the meeting.

8.6 Voting

Voting at Executive Committee meetings shall be as follows:

- a) all Directors, except the past president shall have a vote. The President shall vote only to break a tie vote.
- b) except where there exists a conflict of interest, no Director shall abstain from voting.
- c) questions shall be decided by a majority vote.
- d) in the event of a tie vote, the President must cast the deciding vote.
- e) voting shall be done by a show of hands unless a majority of the Directors approve a secret ballot.

8.7 Minutes of Meetings

Minutes of Annual General, Special General, Executive Committee and Standing Committee meetings shall be held with the Director, Administration and may be examined by the members upon request.

8.8 Standing Committees

The Executive Committee may establish Standing Committees, as required, to assist the Directors in the delivery of their responsibilities.

8.9 Ad hoc Committees

The Executive Committee may establish ad-hoc committees, from time to time, to address specific tasks.

8.10 Terms of Reference

The Executive Committee shall establish terms of reference and operating procedures for all committees.

8.11 Vacancy

When a vacancy occurs on any committee, the Executive Committee may appoint a qualified person to fill the vacancy for the remainder of the committee's term.

8.12 Removal

Appointments to committees are made at the pleasure of the Executive Committee who may remove committee members at their discretion.

8.13 No Remuneration

All Directors and members of committees shall serve without remuneration except for reimbursement of expenses in accordance with Association policies and procedures.

8.14 President Ex-officio

The President shall be an ex-officio (non-voting) member of all committees of the Association.

8.15 Shall Indemnify

The Association shall indemnify and hold harmless out of the funds of the Association each Director from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director unless resulting from acts of fraud, dishonesty or bad faith.

8.16 Insurance

The Association shall purchase and maintain insurance for the benefit of its Directors as the Executive Committee may determine.

ARTICLE 9: COMMITTEES

9.1 Standing Committees

The duties of each standing committee are as follows:

- a) the League Program Committee is responsible for the overall operations of the League Program consistent with Association policies and procedures.
- b) the Skills and Training Committee is responsible for the overall operations of the Skills and Training consistent with the Association policies and procedures.
- c) the Development Team Committee is responsible for the overall operations of the Development Teams consistent with Association policies and procedures.
- d) the Administration Committee is responsible for the overall administration of Association programs including registration, scheduling, internal communications and maintenance of equipment and supplies.
- e) the Finance Committee is responsible for the overall management of Association finances including registration, sponsorship and fundraising revenue; control of expenditures and program planning.
- f) the Sponsorship and Fundraising Committee is responsible for the overall management of sponsorship and fundraising for the Association.
- g) the Special Events Committee is responsible for the organization and administration of special events including Association tournaments and the year-end awards ceremony.

Each Standing Committee shall be led by the appropriate Director with the assistance of at least one other Director. Additional persons may be appointed to the Committee as required.

9.2 Committee of the Whole

The Committee of the Whole is responsible for considering overarching operational issues, which arise from time to time, and providing advice and recommendations to the Executive Committee.

The Committee of the Whole shall be comprised of the members of the Executive Committee in addition to all appointed positions of the Association.

9.3 Ad hoc Committees

Ad hoc committees may be established, from time to time, to consider specific issues on behalf of the Executive Committee. Each ad hoc Committee shall be led by an appointed Director with the assistance of at least one other Director. Additional persons may be appointed to the Committee as deemed appropriate.

ARTICLE 10: DISCIPLINE AND GRIEVANCE

The Association shall establish policies and procedures relating to the discipline, the appeal of disciplinary decisions or a grievance of a member.

Directors shall be subject to discipline as described in this bylaw and policies established by the Executive Committee, from time to time.

ARTICLE 11: POLICIES AND PROCEDURES

Association policies and procedures shall be in accordance with this bylaw.

Policy decisions made by the Executive Committee may be appealed to Hockey NWT.

ARTICLE 12: AMENDMENT TO BYLAWS

12.1 Extraordinary Resolution

These bylaws may only be amended, revised, repealed or added to by an Extraordinary Resolution of the Members at a Special General Meeting or Annual General Meeting.

12.2 Notice

Proposed amendments to the bylaws shall be submitted, in writing, to the Director Administration at least twenty-one (21) days prior to the Meeting at which the proposed amendment shall be considered.

There shall be fourteen (14) days written notice of the Meeting which shall include details of the proposed change to the bylaws.

12.3 Registration

The amended bylaws shall take effect only after acceptance by the Registrar of Societies of the Northwest Territories.

ARTICLE 13: GENERAL FUNCTIONS

13.1 Seal

The Association shall have a Seal such to be placed in the presence of at least two of the Directors of the Association or by such person or persons as the Executive Committee shall approve by resolution.

13.2 Fiscal Year

The fiscal year of the Association shall be 01 April to 31 March unless otherwise determined by the Executive Committee from time to time.

13.3 Notice

In this bylaw, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

13.4 Error of Notice

The accidental omission to give notice of a meeting of the Executive Committee or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the meeting.

13.5 Bank

All monies received by or on behalf of the Association shall be deposited in the Association's bank account in trust for the Association, which shall be with one of the chartered banks of Canada located within the City of Yellowknife in the Northwest Territories.

13.6 Financial Signing Authority

Up to three persons, including at least two members of the Executive Committee may have financial signing authority for the Association. The Executive Committee members must include the Director of Finance. Financial signing authority shall be authorized by resolution of the Executive Committee. All financial instruments must include the signatures of two authorized persons.

13.7 Execution of Agreements

All written agreements entered into in the name of the Association shall be signed by two Directors or other persons authorized to do so by resolution of the Executive Committee.

13.8 Borrowing

The Association may borrow funds upon such terms and conditions as the Membership may determine at an Annual General Meeting or Special General Meeting.

13.9 Books and Records

The Association shall ensure that all books and records required to be kept by the Act, these bylaws or any other statute or law are regularly and properly kept.

The Association will from time to time specify a time and place at which Members may view the books and records of the Association.

13.10 Auditor

An auditor may be appointed, at the Annual General Meeting, for the ensuing year.

13.11 Financial Statements

At each Annual General Meeting, an annual statement containing:

- a) the assets and liabilities of the Society in the form of a balance sheet; and
- b) the income statement of the Society since the date of incorporation or date of the previous financial statement and signed by the auditor, or by two Directors if there is no auditor, shall be presented for the inspection of the members.

ARTICLE 14: DISSOLUTION

14.1 Extraordinary Resolution

The Association may be dissolved only through an Extraordinary Resolution.

14.2 Remaining Assets

Upon the dissolution of the Association, any funds or assets remaining after paying all debts shall be distributed to an organization of similar purpose and intent as determined by the Association.