

# HESPELER MINOR HOCKEY ASSOCIATION



BYLAW – revised June 17, 2019

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## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Hespeler Minor Hockey Association.  
BE IT ENACTED as a by-law of Hespeler Minor Hockey Association as follows:

### i) DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- a) "Association" means Hespeler Minor Hockey Association (or such other name as the Association may in the future legally adopt);
  - b) "Board" means the Board of Directors of the Association;
  - c) "HC" means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
  - d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or

enacted in substitution therefore, from time to time;

- e) "Director" means an individual who has been elected to the Board of Directors of the Association who hold the positions enumerated in Article 11.
  - f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
  - g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in future legally adopt);
  - h) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
  - j) "HMHA" means Hespeler Minor Hockey Association
  - k) "Members" means all classes of membership in the Association as provided for in section 5.
  - l) "Members in good standing" means persons who have no outstanding debt to the association, no sanctions or suspensions in effect and no outstanding property of the association.
  - m) "Property" means any player equipment, personal or financial information related to the Association.
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

## **1. REGISTERED OFFICE AND SEAL**

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the City of Cambridge (Hespeler), in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act.
- 2.3 The boundaries for participation in Representative hockey for Hespeler, as registered with the OMHA are: Kossuth Road to the North, Highway 401 to the South, Beaverdale Road to the West and Townline Road to the East. (Right of choice areas are: From the intersection of Fishermills Road and Beaverdale Road, west along Maple Grove Road to Speedsville Road, then north on Speedsville to Kossuth Road, then east to Beaverdale and From the intersection of Kossuth Road and Highway 24 then south to the intersection of Townline Road and Concession # 1, then east from both intersections. Registered players in these areas may choose to play representative hockey for Hespeler Minor Hockey Association)

## **2. MISSION OF THE ASSOCIATION**

- 3.1 The mission statement of HMHA reads:

We dedicate ourselves to the advancement of amateur hockey for all individuals through progressive leadership by ensuring meaningful opportunities and enjoyable experiences in a safe sportsmanlike environment.

The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of Hespeler including:

- a) to promote, govern and improve organized amateur hockey in the City of Cambridge, as Hespeler, a division of the Ontario Minor Hockey Association by the authority of Hockey Canada.
- b) to provide the opportunity for all eligible individuals to participate in recreational house league ice

hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;

- c) to ensure the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
- d) to foster among its members, supporters and teams, a general community spirit
- e) to instill in all players, coaches, managers and members associated with the HMHA good sportsmanship, correct and proper behavior on and off the ice, respect for authority and team play;

\* The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for promotion of its objectives.

### **3. AFFILIATIONS**

4.1 The Association shall have the following affiliations:

- a) The Association shall be a member of the OMHA; and,
- b) The Association shall operate in cooperation with the Recreation and Parks Department of the City of Cambridge

### **4. CLASSES OF MEMBERSHIP**

5.1 There shall be three (3) classes of Membership in the Association:

- a) Active Membership;
- b) Parent/Guardian Membership;
- c) Honorary Lifetime Membership.

### **5. TERMS OF MEMBERSHIP AND ELIGIBILITY**

6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board.

(b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years.

Each custodial couple or single parent shall have one vote and may attend members meetings and by invitation, meetings of the Board and of the Committees of HMHA.

(c) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association over a period of 10 consecutive years. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote

of the Board of Directors. One Honorary Lifetime Membership is to be granted each year. Honorary Members will have one vote and may attend members meetings and by invitation, meeting of the Board.

(d) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent.

(e) Ineligibility

Any member of Hespeler Minor Hockey Association who initiates legal action against HMHA and or any officials within HMHA prior to exercising their right of appeal throughout the complete appeal procedure including HMHA, OMHA and Hockey Canada shall be deemed to have withdrawn from membership in HMHA and is therefore ineligible to vote on any matter or to hold or continue to hold any official position with HMHA.

6.2 Membership List:

Subject to Section 6.7 herein, the Registration Director shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be maintained by the Registration Director and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after May 1 in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced.

6.4 Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the President.
- c) Members in good standing shall be those admitted to Membership and who have paid all required registration fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Registration Director shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their position before the vote is taken.

6.5 Registration Fees

Registration fees shall be established annually by the Board of Directors.

6.6 Right to Vote

All Active Members, Parent/Guardian Members and Honorary Lifetime Members over the age of 18 shall be entitled to notice of and to vote at all Meetings of Members of the Association.

#### 6.7 Record Date

Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

### 6. MEETINGS OF THE MEMBERSHIP

#### 7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year on or before April 30th, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Communications Director in writing on or before 30 days immediately preceding the Annual General Meeting;
- i) election of the new Board.

#### 7.2 Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

#### 7.3 Notice

- a) Annual General Meeting:  
Notice of the Annual General Meeting to be held on or before April 30<sup>th</sup> in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be distributed to all members Electronically and posted on the HMHA website at least thirty (30) days prior to the date of the Meeting.
- b) Additional General Meetings of the Membership:  
Notice of any Additional General Meetings of the Membership shall be distributed to all Members of the Association. Such notice shall be posted on the HMHA website within at least fifteen (15) days prior to the date of the Meeting.
- c) Error or Omission in Notice:  
No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

#### 7.4 Quorum:

A quorum for an AGM or additional meeting requires that the number of non-board members in attendance and eligible

to vote shall be at least equal to the number of board members in attendance plus one. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments:

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

## 7. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be a Member of the Association at the time of his or her election or appointment;
- (iv) shall remain a Member of the Association throughout his or her term of office.
- (v) to qualify for positions of President, Vice President or Treasurer a member must have served on the Board of Directors for at least one year.
- (vi) To qualify for position of Treasurer a member must have a minimum of two (2) years financial experience, which includes budgeting and/or payroll experience.

(b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of twenty-one (20) elected Directors and four (4) appointed Directors.

c) Term of Office

The Board shall consist of the following;

1. President - Elected - two (2) years plus two (2) months term (Non-voting member)
2. Past President - immediate – Appointed - one (1) year term (Non-voting member)
3. Vice President - Elected - two (2) years plus two (2) months term (Voting member)
4. Director of Hockey Operations – Elected – two (2) years plus two (2) months term (Voting member)
5. Director of Hockey Development – Elected - two (2) years plus two (2) months term (Voting member)
6. Local League Director – Elected – two (2) years plus two (2) months term (Voting member)
7. Communications Director – Elected – two (2) years plus two (2) months term (Voting member)
8. Treasurer – Elected – three (3) years plus two (2) months term (Voting member)
9. Purchasing Director – Elected – two (2) years plus two (2) months term (Voting member)
10. Equipment Director – Elected – two (2) years plus two (2) months term (Voting member)
11. Registration and Privacy Director – Elected – two (2) years plus two (2) months term (Voting member)
12. Ice Director – Elected – three (3) years plus two (2) months (Voting member)
13. Sponsorship & Fundraising Director - Elected - two (2) years plus two (2) months term (Voting member)
14. Tournament Director – Elected- two (2) years plus two (2) months term (Voting member)
15. Hockey Moms President - Appointed – two (2) year term (Voting member)
16. Special Executive Assistant – Elected – two (2) years plus two (2) months term (Voting member)
17. Referee Liaison - Appointed – one (1) year term (Non-voting member)
18. Member at Large – Elected – one (1) year term (Non-voting member)
19. Member at Large – Elected – one (1) year term (Non-voting member)
20. Member at Large – Elected – one (1) year term (Non-voting member)
21. Member at Large – Elected – one (1) year term (Non-voting member)
22. Head Trainer/Risk Manager – Appointed – two year term (Non-voting member)
23. Initiation Program Director – Elected – two (2) years plus two (2) months term (Voting member)
24. Marketing Director – Elected – two (2) years plus two (2) months term (Voting member)

The following positions will be up for election in even numbered years: President, Director of Hockey Operations, Registration and Privacy Director, Communications Director, Purchasing Director, Special Executive Assistant, Initiation Program Director and Marketing Director.

The following positions will be up for election in odd numbered years: Vice-President, Director of Hockey Development, Local League Director, Equipment Director, Sponsorship & Fundraising Director, and Tournament Director.

Beginning with their elections in 2015, the following positions will be up for election every three (3) years Ice Director and Treasurer.

d) Change in Number of Directors:

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

8.2 Responsibilities of Directors

1) President

The President shall:

- i) represent the Association in the Community
- ii) act as Chair of the Board at all meetings of the Membership
- iii) exercise general supervision of the Association in accordance with Policies determined by the Board;

- iv) be a non-voting Member of all committees and sub-committees of the Association;
- v) assist with policy aspects of the association such as OMHA Guidelines, Rules and Regulations, Certifications, Harassment and Abuse and Discipline, Registration
- vi) report regularly to the Board on matters of interest
- vii) ensure all necessary and appropriate Board insurance has been purchased

2) Past President

The Past President shall:

- i) be available for consultation by the current President
- ii) be available to assist any Director requiring assistance in the completion of tasks
- iii) carry out other duties as assigned by the Board or the President

3) Vice President

The Vice President shall:

- i) assume the duties of the President in the absence for any reason of the President
- ii) monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy
- iii) Oversee all disciplinary concerns appoint a Discipline Chairman in consultation with the President for the purpose of establishing a three-(3) member Discipline Committee.
- iv) he/she shall sit on the Hespeler Referees Association Discipline Committee
- v) carry out other duties as assigned by the Board or the President
- vi) maintain the Vulnerable Sector Search Record Check
- vii) Coordinate the election process for the Life Time Member Award

4) Director of Hockey Operations

The Director of Hockey Operations shall:

- i) prepare and report to the Board Representative hockey league operations;
- ii) attend monthly meetings of the Tri County Minor Hockey League and report back to the board
- iii) operate the Representative Hockey Program pursuant to the Policies of the Association;
- iv) establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
- v) ensure that each convenor receives a copy of the Referees rulebook and OMHA Manual of Operations.
- vi) represent and promote the interests of the Association in relation to any Representative Hockey involvement of the Association with any other local minor hockey associations or leagues; recommend policy to the Board regarding Representative Hockey Operations.

5) Director of Hockey Development

The Director of Hockey Development shall:

- i) develop and oversee a skills program to meet the needs and abilities of participants from Initiation Program to Midget age
- ii) arrange and implement yearly coaches, trainers, speak-out and other clinics as required under OMHA guidelines
- iii) co-ordinate and chair the representative coach selection committee as a non-voting member
- iv) be responsible for the distribution and collection of all development program manuals, equipment and materials
- v) for purposes of establishing, implementing and evaluating on ice and off ice technical development programs liaise with the Director of Hockey Operations and the Local League Directors;



- vi) keep informed about changes to coaching requirements and communicate such to the board and HMHA coaches and trainers
- vii) Act as a mentor to coaches to handle team issues as they arise
- viii) Arrange and or participate/supervise player and goaltender development clinics based on interest and ice availability

6) Local League Director

The Local League Director shall:

- i) supervise all aspects of local league hockey operations including any local league team tournaments
- ii) prepare and report to the Board a summary of local league operations and suggested policy changes
- iii) appoint all local league hockey convenors
- iv) carry out other duties as assigned by the Board or the President
- v) in collaboration with the Development Director arrange and assist in all evaluations and placement of players

7) Initiation Program Director

The Initiation Program Director shall:

- i) Supervise all aspects of hockey programming for the age groups of Novice and below.
- ii) Coordinate and assist coaches with practice plans and ongoing development of players as set out by Hockey Canada, OHF and OMHA.
- iii) Assist the Director of Hockey Operations with ensuring the necessary coach level certifications and trainer courses are completed.
- iv) Assist the Registration Director with the mandatory parent enrolment of Hockey Canada's Respect in Sport – Parent Module.
- v) Carry out duties assigned by the Board or the President

8) Communications Director

The Communications Director Shall:

- i) produce the Association newsletter 4 times a year either electronically, by standard mail, hand distribution or team distribution
- ii) be responsible for all Association advertising including registration, tryouts, website, tournaments, etc.
- iii) liaise with all directors and teams with relation to promotions.
- iv) recommend policy to the Board regarding internal and external communications of the Association
- v) produce any special event programs ( i.e. tournaments)
- vi) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- vii) keep in stock the required amount of stationary
- viii) manage the office equipment including supplies and maintenance
- ix) secure quotations for the website development, hosting and updating
- x) carry out duties assigned by the Board or President.
- xi) record or delegate to another Board member the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept, and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership.

9) Treasurer

The Treasurer shall:

- i) pickup and distribute all Association mail from the P.O. Box

- ii) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- iii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iv) pay all approved accounts by cheque and submit an accurate monthly statement at board of directors meetings
- v) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- vi) evaluate, review and recommend financial policy to the Executive Committee and the Board;
- vii) carry out duties assigned by the Board or the President.

10) Purchasing Director

The Purchasing Director shall:

- i) secure quotations from interested service providers and/or manufacturers and suppliers for the purpose of ensuring first quality goods and services in a timely manner for the HMHA at competitive prices
- ii) present said quotations to the Executive at the appropriate monthly board meeting prior to the May monthly board meeting for consideration based on quality, costs, designs, turn-around time, and length of term for required contracts with service providers and/or manufacturers/suppliers
- iii) construct contracts and enter into such upon Executive approval based upon specific lengths of term for all purchases which fall under the duties of the Purchasing Director
- iv) secure quotations for the following items, though not limited to, these particular items exclusively:
  - Sweaters, socks, Association equipment and sponsor nameplates
  - Association apparel, souvenirs, novelty items, etc....
  - Association/Team photographs
  - Trophies, awards, banners for tournaments etc.....
  - Association office equipment
- ii) liaise directly with the Sponsorship Director, Tournament Director, and Equipment Director, Communications Director, Conveners and Coaches on a regular basis to determine purchasing requirements/needs
- iii) liaise directly with the Equipment Director to determine the best quality equipment versus cost

11) Equipment Director

The Equipment Director Shall:

- i) maintain an inventory of all equipment owned by the Association;
- ii) determine the best quality equipment submitted by service providers and/or manufacturers and report such to the Purchasing Director
- iii) collect rental fees and security deposits for all goalie equipment leased for summer
- iv) repair or have repaired all equipment owned by the Association;
- v) submit to the Treasurer and Purchasing Director in each year an estimate of revenues and expenditures for the next fiscal year of the Association;
- vi) present a report regarding equipment to the Board;
- vii) liaise directly with the Purchasing Director to determine best quality equipment versus cost

12) Registration and Privacy Director

The Registration and Privacy Director shall:

- i) establish registration forms and procedures;
- ii) conduct registration for all applicants eligible to participate in Association Hockey Programs;
- iii) maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for deposit to the credit of the Association;
- iv) maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian name(s);
- v) supply to the Director of Hockey Operations and the Local League Directors current registration information in a timely fashion;

- vi) ensure that all players are registered with the OMHA;
- vii) communicate any changes in registration immediately to Directors or others affected by such change;
- viii) submit to the Treasurer in each year an estimate of revenues and expenditures of Registration for the next fiscal year of the Association;
- ix) present a report regarding Registration Operations to the Board;
- x) recommend policy to the Board regarding registration;
- xi) act as the association's Privacy Officer in accordance with OMHA guidelines

13) Ice Director:

The Ice Director shall:

- i) assess the ice requirements for the Association and shall enter negotiation with the city to meet these needs;
- ii) apportion the ice and times in a fair and equitable manner;
- iii) work with the Director of Hockey Operations, Director of Hockey Development and the Local League Directors to determine the ice budget;
- iv) present a report regarding Ice Scheduling to the Board;
- v) recommend policy to the Board regarding Ice Scheduling
- vi) Estimate Ice and referee needs (and budgets) for following season
- vii) Negotiations for City Ice Contracts (Season + Special Events)
- viii) Co-ordinate Travel Team Submissions with League and OMHA
- ix) Schedule Spring and Falls Tryouts and Evaluations
- x) Negotiate and Schedule Travel Teams and Beechey League regular season
- xi) Review and Approve Out-of-Town Tournament Requests
- xii) Schedule HL and LL Season and Playoffs
- xiii) Schedule OMHA Playdowns
- xiv) Schedule Tri-County League and Beechey League Playoffs
- xv) Schedule Clinic and Photo Day Events
- xvi) Schedule Olympic Travel Tournament (Dec. 27-30)
- xvii) Schedule HL / LL Tournament (First weekend in Dec.)
- xviii) Schedule HL / LL Day of Champions
- xix) Monitor Ice Usage (& Returns) during the Season
- xx) Review monthly ice & Referee Invoices
- xxi) Attend Monthly HMHA and League Meetings
- xxii) Attend HMHA and OMHA General Meetings
- xxiii) Once a week pick up the travel game sheets from the referee rooms and mail the white copies to the Tri-County Convenors. Retain the green copies of these game sheets for future reference during the regular season. During the OMHA playdowns and Tri-County playoffs supply the travel teams with addressed and pre-postage stamped envelopes for all their home games for the officials to mail the white copies to the Tri-County Convenors immediately following their home games. The Ice Director will pick the green copies of said game sheets up weekly from the referee rooms.
- xxiv) Once a week pick up the Local League game sheets from the referee rooms and mail the white copies to the Local League Convenors. Retain the green copies for future reference during the regular season. At the end of each weekend during the Local League playoffs pick up the game sheets from the referee rooms and scan the game sheets to the convenors and then mail in the white copies to the Local League Convenors. Retain the green copies for future reference.
- xxv) Communicate regularly with the Referee scheduler to ensure Referees are scheduled for all Tri County, Beechey and Local League games for the regular season, OMHA playdowns, Tri County Playoffs, Local League Playoffs and Beechey League playoffs.
- xxvi) Schedule the ice time for the IP Program, Tyke Program and the Novice Program

14) Sponsorship & Fundraising Director:

The Sponsorship & Fundraising Director shall:

- i) set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
- ii) actively pursue new sponsorship projects in co-ordination with the Tournament Director (for program)

- iii) manage and supervise current sponsorship endeavors;
- iv) submit to the Budget Committee in each year an estimate of revenues and expenditures for the next fiscal year of the Association;
- v) present a report regarding sponsorship to the Board;
- vi) recommend policy to the Board regarding sponsorship.
- vii) In co-ordination with Equipment Director, Jr. and Sr. HL/LL Directors, order and arrange to have sponsor bars placed on all House League and Local League jerseys for which sponsors have been obtained
- viii) be responsible for the establishment and execution of any fundraising by the association and to collect monies from such events and deposit receipts with the Treasurer
- ix) review and approve all fundraising events proposed by HMHA representative, Local League and House League teams and co-ordinate all licensed fundraising activities with the appropriate government bodies.

15) Tournament Director

The Tournament Director shall:

- i) co-ordinate all activities concerning the Hespeler Minor Hockey HL/LL and Travel Olympics Tournament(s)
- ii) along with the Treasurer and Purchasing Director, prepare and present a Travel Tournament budget on or before the date of the OMHA AGM (June). A simple majority vote shall constitute approval. Changes to the tournament budget thereafter must be approved by a simple majority vote of the board of directors.
- iii) appoint a Program Director to co-ordinate all activities concerning the HMHA HL/LL and Travel Tournament Programs, including the collection of advertising revenues, editorials and print production in accordance with Tournament values. Program Director shall work in co-operation with the Tournament Director, Purchasing Director, Sponsorship and Fundraising Directors
- iv) present a final report and financial statement to the President by March 15, for review at the April Board of Directors meeting

16) Hockey Mothers President

The Hockey Mothers President shall:

- i) be a voting member of the HMHA Board of Directors;
- ii) be the spokesperson for the hockey mothers and their representative on the board;
- iii) communicate with the board the ongoing activities of hockey moms

17) Special Executive Assistant

The Special Executive Assistant shall:

- i) assist with Association fund raising events
- ii) assist with the co-ordination of the raffle table at all HMHA tournaments
- iii) work in co-operation with the Tournament, Sponsorship and Fundraising Directors
- iv) carry out duties as appointed by the Board or the President

18) Referee Liaison

The Referee Liaison shall:

- i) as a non-voting member appointed by the Hespeler Referees Association attend Board of Directors meetings to share information concerning officials
- ii) ensure refereeing complaints are addressed and solved in a timely fashion;

19) Member at Large

The Member at Large will:

- (i) As a non-voting member he/she will attend Board of Directors meetings to shadow existing board members and positions.
- (ii) Assist board of directors in any tasks that are needed.

## 20) Marketing Director

The Marketing Director shall:

- i) coordinate online advertising campaigns in various social media applications (i.e. Facebook)
- ii) develop content marketing campaigns on Facebook, Twitter, and HMHA web properties
- iii) utilize online analytics tools to support HMHA advertising and marketing campaign
- iv) establish a team from within the Hespeler community to produce content covering HMHA program offerings, games and results, featuring matchups, teams, players, coaches, and other topics as required
- v) establish a recruitment campaign utilizing local events, such as school fun fairs, to engage directly with the community and drive registration during the spring registration season
- vi) provide updates to the board on the performance of marketing campaigns
- vii) coordinate with other HMHA Directors to ensure all marketing messages are accurate and consistent with what is offered through HMHA's hockey program
- viii) liaise with local media sources including newspapers, radio, television and roadside signage for the purposes of promoting the Association and player registration

## **9. PROCEDURE FOR ELECTION OF DIRECTORS**

### 9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership.

### 9.2 Election Procedures:

Nominations may be submitted to the board (2 members) prior to the Annual General Meeting. Nominations may also come from the floor at the Annual General Meeting.

### 9.3 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacant term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board of Directors shall appoint one (1) Board member to temporarily fill the position while the Board invites applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a temporary replacement Director within thirty (30) days after the Board position was vacated.

### 9.4 Termination

#### (a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

#### (b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

#### (c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

## 10. BOARD RESPONSIBILITIES

### 10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

### 10.2 Board Meetings

#### (a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than 10 (ten) times per year.

#### (b) Special Board Meetings

Special Board Meetings may be called by the President or Vice-President in the absence of the President or on petition in writing to the Director of Hockey Operations signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

### 10.3 Notice of Board Meetings

- (a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting. A Board of Directors meeting shall be held within the first week of every month during a hockey season and as needed for the rest of the year to prepare for the organization of the upcoming season.
- (b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- (c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

### 10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

### 10.5 Quorum

A quorum for a Board Meeting shall be 50 percent plus 1 of Voting Directors one of whom must be the President or Vice President. No business of the Board shall be transacted in the absence of a quorum.

### 10.6 Voting Rights

Each Voting Director present at a Board Meeting shall be entitled to one vote. The Chair of any meeting only casts a vote in case of a tie vote. In this case the deciding vote must be made by the Chair of the meeting, i.e. the President, Vice-President or a committee Chair whoever happens to be chairing the meeting.

### 10.7 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be

decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion.

#### 10.8 Remuneration

Remuneration for the association's Ice Director shall be set at \$1,150.00 per month payable on the last Friday of each month September to August consecutively. This remuneration will be analyzed and may be modified on an annual basis dependent upon registration of membership along with any additional roles pertaining to the operations of the position. Recommendations will be brought forth by the membership and any remuneration changes will be voted on at the fiscal AGM. Remuneration for the association's Treasurer shall be set at \$1,000.00 per month payable on the last Friday of each month September to March consecutively. Remuneration for April and August shall be set at \$500.00 per month payable on the last Friday of each month. All other Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association. Board of Directors may claim reimbursement of reasonable expenses incurred in the performance of their duties as Directors of the Association, such as office supplies, fuel to and from out of town meetings and any other out of pocket expenses relating to their duties as director. Fuel expenses will be based on rates 7 cents below government tax rate.

#### 10.9 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.10 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by 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 and in 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; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

(c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

#### 10.11 Confidentiality

Every Director and Officer of the Association must respect the confidentiality of matters brought before the Board for consideration.

#### 10.11 Rules of Operation

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law.

The Rules of Operation shall not deal with such things as:; qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws.

Rules of Operation will deal with only those day-to-day matters directly affecting the member teams and players such as fees and dues of members, hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

#### 10.12 Donations

Donations of any kind made to the Association shall require approval by the Board of Directors. Upon acceptance, HMHA shall reserve the right to refuse any request to return donations.

### **11. EXECUTION OF DOCUMENTS**

#### 11.1 Execution of Documents:

The Board may from time to time appoint any director or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

#### 11.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

### **12. FINANCIAL YEAR**

12.1 The financial year of the Association shall terminate on the 30<sup>th</sup> day of April in each year.

### **13. BANKING ARRANGEMENTS**

#### 13.1 Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

(a) operate the accounts of the Association with a bank or a trust company;



- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

13.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Financial and accounting procedures will be conducted as per the Rules of Operation.

## **14. BORROWING BY THE ASSOCIATION**

14.1 Borrowing Power

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

14.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

14.3 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

14.4 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

## **15. NOTICE**

15.1 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member or Director shall be his or her last address in the records of the Association.

## **16. PASSING AND AMENDING BY-LAWS**

- 16.1 Any amendments must be proposed and signed by two (2) members of the Association. The two (2) members may not be spouses or partners. Notice of change in the Constitution to be presented at an Annual General Meeting shall be in the hands of the Communications Director, thirty (30) days prior to the date of the Annual General Meeting.
- 16.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Communications Director to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 16.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (c) The Members at the Annual General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- (d) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

## **17. REPEAL OF PRIOR BY-LAWS**

17.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

17.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## **18. RULES OF PROCEDURE**

- 18.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

## **19. EFFECTIVE DATE**

- 19.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the

affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at Hespeler Arena gallery in the City of Cambridge, Ontario, and at which a quorum was present on the 30<sup>th</sup> of April, 2017.

\_\_\_\_\_

Chair

\_\_\_\_\_

Secretary