

By-Laws of the Wood Buffalo Ice Hockey Athletic Club

NAME

1. The name of the society shall be “The Wood Buffalo Ice Hockey Athletic Club” formerly known as the “Fort McMurray Merchant Midget Fan Club”, hereinafter also referred to as “The Athletic Club” or “The Club”.

AUTHORITY

2. The Wood Buffalo Ice Hockey Athletic Club will maintain and utilize a set of written policies, which are consistent with these By-laws, to stipulate, guide and govern the operations and activities of the club.

3. These by-laws have precedence over any Club policies, rules or regulations.

AFFILIATION

4. The Wood Buffalo Ice Hockey Athletic Club is affiliated with the Fort McMurray Minor Hockey Association which governs all Minor Hockey in the Regional Municipality of Wood Buffalo through its own affiliation with Hockey Alberta and Hockey Canada.

5. The Club shall abide with the rules and regulations of the Fort McMurray Minor Hockey Association, Hockey Alberta and Hockey Canada.

OBJECTS

6. The objects of the Club shall be to:

a. promote the development of elite and high performance youth hockey in the Regional Municipality of Wood Buffalo for players aged 10 to 18 years;

b. offer Minor Hockey players the opportunity to participate and excel at the highest level of hockey competition in established leagues throughout Alberta and Canada at the elite level and encourage the participation of youth in athletic endeavor and allow them to achieve their best in sporting venues;

c. establish and enforce policies, procedures and rules governing the operations of the elite hockey teams playing in out-of-town leagues in the Province of Alberta.

d. coordinate the conduct of fundraising activities to support the operations of the Club and its programs.

OPERATING/FISCAL YEAR

7. The Club operating and fiscal year shall commence on June 1st of any given year and end on May 31st of the following year.

MEMBERSHIP

8. The membership of the Club shall consist of the following:

a. Parents or guardians of elite U11,U13, U15, and, U18 aged minor hockey players residing in the Regional Municipality of Wood Buffalo and registered with Hockey Alberta through the local minor hockey association;

b. coaches and other team officials of elite hockey teams registered with Hockey Alberta through the local Minor Hockey Association; and

c. members of the community that are 18 year or older and interested in participating in the work of the Club and the promotion and achievement of its objectives that have submitted a membership application to the Club providing their name, address and reasons for becoming a member.

WITHDRAWAL OF MEMBERSHIP

9. Members wishing to withdraw from membership may do so at any time upon written notice to the Secretary of the Club.

10. The effective date of withdrawal, as referred in paragraph 9, will be the date of which written notice of such withdrawal is received by the Secretary.

11. Members in arrears for any fees or assessments at the end of the fiscal year hockey shall automatically have their membership withdrawn as of that date, and shall, thereafter, not be entitled to any membership privileges in the Club until reinstated.

12. Any membership may be revoked as a result of actions by a member, clearly detrimental to the interest of the Club, or in violation of By-laws or policies.

13. Revoking of membership, for reasons outlined in paragraph 12, can be done only after said reasons are considered at a special Executive Committee meeting, where all executive committee members are in attendance, and, subsequently, after a 75% majority vote of the Executive Committee, taken at a second Executive Committee meeting at which all Executive Committee members are in attendance.

14. As per paragraph 13, the second special executive committee meeting, shall be called within seven (7) calendar days of the first special executive committee meeting,

15. The President shall cast a vote, where a membership revocation is being considered

16. The individual, whose membership has been revoked, has the right to submit a written appeal, to the President within seven (7) calendar days of the date that the membership revocation was communicated. The President will then convene an Executive Committee

meeting to consider the appeal.

17. Eligibility for refund of fees or deposits, upon withdrawal or revocation of membership shall be outlined in the Policies of the Club.

ANNUAL GENERAL, GENERAL AND SPECIAL MEETINGS

18.. The Club shall hold its Annual General meeting at any time between April and the end of June:

- a. The meeting will be advertised by posting notices on the Bulletin Board of the Frank Lacroix Minor Hockey Arena and on the Web Page of the Club at least 21 days in advance;
- b. Election for the Officers and Directors of the Club will take place at the annual general meeting.

19.. The business of the annual general meeting shall include:

- a. the election of officers;
- b. any proposed bylaw amendments;
- c. financial statements of the previous year;
- d. plans and budget for the upcoming year; and
- e. discussions of any major issue in which all members should have input.

20.. General and Special meetings may be held during the year virtually or in person at the discretion of the Board of Directors and shall be called by the President, or in his absence by the Vice President. Members of the Association shall be notified of such meetings at least twenty-one (21) days prior to the proposed meeting date. Notification shall be done by posting notices on the Bulletin Board of the Frank Lacroix Minor Hockey Arena, emailed to members and posted on the Web Page of the Association.

21. General Meeting may be held for the purpose of effective communication between the Board of Directors and the members and to report on or promote programs and activities.

22.. Special Meetings may be held for the purpose of dealing with issues or matters that may arise during the course of an operational year and that cannot wait for an Annual General or a General meeting.

23. A quorum at the Annual General Meeting, General or Special Meeting shall be the presence of at least thirty (30) members.

24. If a quorum as per article 23 is not achieved, the President may declare a quorum of the voting members in attendance, provided this fact and the percentage of members in attendance are recorded in the meeting minutes.

25.. All members in good standing are eligible to vote. No more than one vote shall be exercised by any one person at any meeting of the Association. Voting shall be done in person. Voting by proxy or any other similar means shall not be permitted.

26.. Voting shall be done by "show of hands" or by "secret ballots" as the situation and members in attendance dictate at the discretion of the President or Meeting Chairperson.

BOARD OF DIRECTORS

27.. The Club shall be administered by an elected Board of Directors composed. The term of office for all Directors shall be one year from June 1st to May 31st.

28.. At its annual general meeting, the membership shall elect a Board of Directors that shall consist of the followings:

- a. President
- b. Vice-President (Hockey Operations)
- c. Vice-President (Administration)
- d. Secretary
- e. Treasurer

29. Directors will be elected for a one-year term at the annual general meeting. The terms of office shall run from Annual General Meeting to Annual General Meeting.

30. Every member of the Club in good standing is eligible to be elected as a Director.

31. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

REMOVAL OF DIRECTORS, OFFICERS AND VACANCIES

32. The Board of Directors may suspend or remove a Director or an Officer from their office for the following reasons:

- a. Gross misconduct or contravention of the Club By-Laws; or
- b. Absence from three or more consecutive scheduled board meetings without reasonable cause

33. Removal of an elected Director or Officer shall be authorized by special resolution with a 75% majority vote of the Board of Directors at a duly authorized meeting of the Board where all other Board Members are in attendance. The Director or Officer whose membership on the Board is being considered for revocation shall have his voting privileges suspended until the

matter is resolved.

34. A Director or Officer may resign from his elected office. The resignation shall only be effective if submitted in writing to the President and shall be effective as of the date the letter is received by the President.

35. The Board of Directors may appoint an interim Director to fill any vacancies occurring during the operational year. This Director shall serve as an ex-officio member of the Board and shall not have any voting right until elected by the membership at a General Meeting.

DUTIES OF THE DIRECTORS AND OFFICERS

36. The duties and responsibilities of the directors shall be as follow:

PRESIDENT

37. The President shall be responsible for planning the agenda for meetings, facilitating the meetings, acting as spokesperson for the Club, and generally supervising the work of the Club. The President will present the annual report to the membership at the Annual General meeting;

VICE-PRESIDENT (HOCKEY OPERATIONS)

38. The Vice President (Hockey Operations) shall be responsible for:

- a. establishing and chairing a Selection Committee for coaches and recommending the appointment of coaches to the Board for approval;
- b. providing opportunities for coaches to improve their skills by establishing a mentorship program and access to coaching clinics provided by Hockey Alberta and Minor Hockey Associations;
- c. monitoring team activities and conducting evaluations on the performance of coaches;
- d. establishing and coordinating the player evaluation and selection process that is fair and equitable;
- e. reviewing and recommending to the Board for approval the selection and placement of players for each team and coordinating the affiliation agreements with the teams;
- f. coordinating the allocation of practice times and scheduling of games;
- g. representing the Club at league meetings and working closely with league officials;
and
- h. in the absence of the President, assume the duties of the President

VICE-PRESIDENT (ADMINISTRATION)

39. The Vice-President (Administration) shall be responsible for:

- a. maintaining an Operating and Administrative Policies and Procedures Manual for the Club;
- b. appointing, training and supervising Managers for each teams and ensuring the administrative practices of each team is compliant with the Operating and Administrative Policies and Procedures Manual of the Club;
- c. establishing an annual fundraising plan to support the operation of the Club and the teams;
- d. working closely with the team managers, coordinating the various fundraising activities scheduled under the annual fundraising plan; and
- e. in the absence of the President and Vice-President (Hockey Operations), assume the duties of the President

SECRETARY

40. The secretary shall:

- a. Attend the meetings of the Club and the Board and keep accurate minutes of the same;
- b. organization of the Annual General Meeting and other general meetings of the Association have charge of all correspondence of the Club;
- c. have charge of all correspondence of the Club;
- d. keep an accurate list of names and addresses of the Club's members;
- e. prepare and submit the Annual Report of the Club and other notices in accordance with the Alberta Societies Act and Regulations.

TREASURER

41. The treasurer shall, under the direction of the President and the Board, be responsible for:

- a. the receipt of all monies paid to the Club and the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;
- b. the care and custody of funds and securities of the Club and financial deposits;
- c. the proper accounting for the funds of the Club and keeping such books as may be directed;
- d. the preparation of the annual budget of the Club and its presentation to the Board of Directors for approval;
- e. the proper authorization of all disbursement of funds on behalf of the Club provided

they are included in the approved budget of the Club and consistent with the Administrative Policies and Procedures;

f. presenting a full detailed account of receipts and disbursements to the Board whenever requested;

g. preparing for submission to the Annual General meeting of a statement duly audited of the financial position of the Club and providing a copy of the same to the Secretary for the records of the Club;

h. Prepare and file all financial and other reports in compliance with the requirements of the Alberta Gaming and Liquor Commission and other agencies;

BOARD MEETINGS

42. The Board of Directors shall meet at least three times during the year. The quorum for meetings of the Board of Director shall be set at 50 per cent of the membership of the Board.

VOTING PROCEDURES

43. Decisions at Board of Directors meetings will be made by consensus as much as possible. Decisions made by consensus must be stated clearly and recorded as such in the minutes of the meeting. If a vote is taken, the motion must be moved and seconded and pass by a 50 per cent plus one majority.

POWERS OF THE BOARD OF DIRECTORS

44. For the purpose of carrying out the objects of the Club, the Board of Directors shall manage the affairs of the Club, and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the Club and are not by these Bylaws expressly directed or required to be done at a meeting of the members or otherwise. The powers and duties of the Board of Directors include, without limiting the generality of the foregoing, the following:

a. to establish, approve and implement an annual budget for the operations of the Club that may include a fee structure and fund-raising activities that allows sufficient funding to support the activities of the Club;

b. to establish and define Operating and Administrative Policies and Procedures for the Club, solely, finally, absolutely and exclusively, to the exclusion of any interference from any other body, subject always to the constitution, bylaws and rules and regulations of the local Minor Hockey Association, the Alberta Amateur Hockey Association and the Canadian Hockey Association;

c. to coordinate and approve all schedules and allocations of ice to teams;

d. for the betterment of hockey, to interpret and enforce the Operating and Administrative Policies and Procedures of the Club and any other applicable rules and regulations of Leagues, Minor Hockey Associations, Hockey Alberta and Hockey

Canada;

e. to recommend, draft and prepare changes to Bylaws for approval of the members at the annual meeting;

f. to impose and enforce penalties upon the members, hockey teams, players, coaches, officials or other persons for violation or breaches of the Bylaws, Operating and Administrative Policies and Procedures of the Club and those of Leagues, Minor Hockey Associations, Hockey Alberta or Hockey Canada, or for any violation or breach of a decision or ruling of the Club;

g. to appoint members to positions that are not elected and for which the roles and responsibilities are defined in the Operating and Administrative Policies and Procedures of the Club, provide directions and supervise their work;

h. to represent and make decisions on behalf of all members and teams at League Meetings;

i. to classify teams and enter teams in appropriate leagues, in its sole discretion, in all categories of the Divisions;

j. to select and appoint coaches and other team officials in its sole discretion, and

k. to establish a player evaluation system and approve the selection and placement of players on respective teams.

OPERATING AND ADMINISTRATIVE POLICIES AND PROCEDURES

45. The Board of Directors may from time to time pass Operating and Administrative Policies and Procedures for the betterment of the Club, including, without limiting the foregoing, the better government, organization and administration of the Club, as the Board of Directors, in its sole and absolute opinion and discretion may consider desirable,

46. All members, players, coaches, managers and other officials, as a condition precedent to their membership with the Club, unconditionally agree to obey and abide by the Operating and Administrative Policies and Procedures of the Club, as the same may be amended or added from time to time.

VIOLATIONS OF BYLAWS, OPERATING AND ADMINISTRATIVE POLICIES AND PROCEDURES

47. Any member, hockey team, player, coach, manager, trainer or other official that violates or breaches a Bylaw or an Operating and Administrative Policy and Procedure is subject to discipline as set out herein.

48. Upon receiving a report or of learning of an alleged violation, the President or his designate shall:

a. Refer the violation or breach to an investigator or an investigating committee; or

b. without any further investigation, determine whether such violation or breach of and impose such disciplinary measures and sanctions as the President may deem appropriate.

49. In the event that the President should refer the violation or breach to an Investigating Committee, the committee shall within 15 working days of receiving the President's direction, investigate the circumstances of the alleged violation or breach and report its finding in writing to the President, at which time the President shall determine whether there has been a violation or breach and impose or levy such discipline measures and sanctions as the President may deem appropriate.

50. All Members, Hockey Teams, Players, Coaches, Managers, Trainers and other officials, by virtue and because of their status as such, shall accept as final and binding the decision of the President, including, without limiting the generality of the foregoing, the President's interpretation or construction of the Operating and Administrative Policies and Procedures and Bylaws of the Club.

FINANCE AND ADMINISTRATION

51. Unless authorized at any General meeting and after notice of the same shall have been given, no officer, director or member of the Club shall receive any remuneration for his services.

52. Officers, Directors and other members may be reimbursed for out-of-pocket expenses incurred while representing the Club on official business as authorized by the President.

53. All monies received by or on behalf of the Club shall be deposited to Club Accounts in a branch of a chartered bank, Credit Union in the Regional Municipality of Wood Buffalo.

54. All disbursements from Club Accounts shall be authorized, or signed as required, by two Board Members, or designated members, who are appointed by resolution of the Board of Directors to have signing authority. The President and the Treasurer shall be two of the members to have signing authority.

55. All capital expenditures in excess of \$ 5,000 shall be referred to a General meeting for approval by a single majority of the voting members in good standing present.

56. For the purpose of carrying out its objectives, the Club may borrow, raise or secure the payment of monies in such manner as the Board of Directors deems necessary.

57. The Club shall not borrow funds without the sanction of a special resolution at a General meeting.

58. The books, accounts and records of the Club shall be audited at least once per fiscal year by an appointed audit committee or a qualified independent Accountant. The Auditing committee shall consist of at least two members in good standing. The Treasurer shall not be permitted to sit on the auditing committee.

59. The latest available Audited Financial Statements shall be made available to the general

membership at any time. The Financial Statements shall be presented at the Annual General meeting.

60. The books and records of the Club may be inspected by any member of the Club at the annual general meeting provided for in these by-laws or at any time upon giving reasonable notice and arranging a satisfactory to the elected member having charge of the same. shall at all times have reasonable access to such books and records.

61. The President shall have custody of the Club's Seal of Incorporation, in the event it is ever deemed necessary to purchase one. Use of the Seal shall be restricted to the Board of Director in the conduct of official Club Business.

DISSOLUTION CLAUSE

62. In the event that the Club ceases its activities and/or that it is dissolved for any reasons, the assets remaining after paying debts and liabilities shall be disbursed to the Fort McMurray Minor Hockey Association.

63. In the even that the Fort McMurray Minor Hockey Association is no longer in operations, the net assets shall be transferred in trust to the Regional Municipality of Wood Buffalo until such time as the assets can be transferred from the Regional Municipality to a not-for-profit group whose purpose is to support minor hockey in the Regional Municipality.

AMENDMENTS TO THE BYLAWS

64. These bylaws shall remain in force from year to year unless amended at the annual meeting:

65. The bylaws of the Club may be rescinded, altered, or added to only after a special resolution is approved at an annual general, general or special meeting of the Club by at least three quarters (3/4) of the voting members in good standing present at an Annual General, General or Special meeting of the Club.

66. Notice of proposed bylaw amendments must be circulated with the notice of meeting and Special Resolution(s) at least 21 days in advance of the meeting. The Board of Directors shall restate the special resolution(s) and make a motion to approve such special resolution at the general meeting of the Club.

ADOPTION

67. These bylaws were approved by special resolution at a special general meeting of the Wood Buffalo Ice Hockey Athletic Club on January 11, 2007.

