



# **STONEY CREEK MINOR HOCKEY ASSOCIATION**

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P.O. Box 99061 RPO Heritage Green Stoney Creek ON L8J 2P7 Web: [www.scmha.ca](http://www.scmha.ca)

## **BY-LAW NUMBER ONE**

Persuant to Section 129(1) of the Corporations Act, this By-Law was presented to the Board of Directors of the Stoney Creek Minor Hockey Association on November 23, 1992 and subsequently amended. Most recent amendment approved at the Annual General Meeting on April 3, 2017.

*Steven W. Johnson*

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President

*N. Pettorossi*

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Secretary



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## BY-LAW NUMBER ONE

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### INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural and words importing the masculine shall include the feminine as the case may be.



## **STONEY CREEK MINOR HOCKEY ASSOCIATION BY-LAW NUMBER ONE**

A by-law relating generally to the conduct of the affairs of the Stoney Creek Minor Hockey Association.

**BE IT ENACTED** as a by-law of Stoney Creek Minor Hockey Association as follows

### **1. 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 Stoney Creek 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)** “CHA” means the Canadian Hockey Association or such other name as the CHA 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,
  - (f)** “Letters Patent” mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent,
  - (g)** “Officers” mean the individuals who hold the offices enumerated in Article 11,
  - (h)** “OHF” means the Ontario Hockey Federation or such other name as the OHF may in the future legally adopt,
  - (i)** “OMHA” means Ontario Minor Hockey Association or such other name as the OMHA may in the future legally adopt,
  - (j)** “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.
- 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.

### **2. REGISTERED OFFICE AND SEAL**

- 2.1** The Corporate Seal of the Association shall be in the form impressed in the margin hereof.
- 2.2** The Registered Office of the Association shall be in new City of Hamilton (Stoney Creek), Province of Ontario and at such place therein as the Board from time to time may determine by Resolution.



### **3. MISSION OF THE ASSOCIATION**

- 3.1** The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the new City of Hamilton (Stoney Creek), including:
- (a) The opportunity for all Stoney Creek youth to participate in recreational house league ice hockey and
  - (b) Development of and participation in competitive representative ice hockey.

### **4. 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 Hamilton.

### **5. 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.

### **6. 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 eighteen (18) years of age.

(b) **Parent/Guardian Membership**

Parent/Guardian Members shall include all parents and/or legal guardians of registered players where the registered player is under the age of eighteen years.

(c) **Honorary Lifetime Membership**

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. 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.

## **6.2 Membership List**

The Secretary of the Association shall prepare a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members, as at the 30th day of November in each year and such list of Members shall be used to determine eligibility to attend and vote at the Annual General Meeting and any other meetings of Members until November 30 of the following year.

## **6.3 Membership Year**

Unless otherwise determined by the Board, every Membership, other than Honourary Lifetime Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

Any member, past, present or future, who has received or will receive the Gene Blanchard Award, will automatically become an Honourary Lifetime Member.

## **6.4 Termination**

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death. Members may resign from the Association by submitting a resignation in writing addressed to the Association.

## **6.5 Membership Fees**

Membership fees shall be established from time to time by Resolution of the Board.

## **6.6 Right to Vote**

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

## **6.7 Record Date**

- (a)** Individuals, who are Members of the Association at least 35 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.
- (b)** Any individual who is not a Member at least 35 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.

## **7. MEETINGS OF THE MEMBERSHIP**

### **7.1 Annual General Meeting of Members**

The Annual General Meeting of the Members shall be held each year within seven (7) days after the House League Championship weekend on a date and at a time and place to be determined by Resolution of the Board, for the transaction of the following business to be set out in the agenda of this Annual General Meeting:

- (a) Approval of the minutes of the previous Annual General Meeting,
- (b) Receiving reports of the activities of the Association during the preceding year,
- (c) Receiving information regarding the planned activities of the Association for the current year,
- (d) Receiving and approving the annual financial statements and the report of the auditor of the previous year,
- (e) Ratification of the appointment of the auditor for the next fiscal year,
- (f) Consideration of any proposed amendments to the Letters Patent, By-laws or Rules of Operation of the Association,
- (g) Election of the new Board of Directors 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 Secretary of the Association in writing on or before 6:00 p.m. on the first (1<sup>st</sup>) day of March, immediately preceding the Annual General Meeting.

## **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 each year within seven (7) days after the House League Championship weekend, shall set out the agenda including particulars of any business to come before the membership and the time and place of the General Meeting. Such notice shall be posted in all arenas used by the Stoney Creek Minor Hockey Association, on the Stoney Creek Minor Hockey website at least thirty (30) days before the Annual General Meeting and on all social media platforms, not less than thirty (30) days before the Annual General Meeting. (Amended 2017)

### **(b) Additional General Meetings**

Notice of any Additional General Meetings of Members of the Association shall set out the date, time and place of the Meeting and the Agenda for such Additional General Meeting and the Notice shall be posted in all Stoney Creek arenas at least fifteen (15) days prior to the date of such Additional General

Meeting and shall be posted at least once on the Stoney Creek Minor Hockey website and on all social media platforms, not less than ten (10) days prior to the date of such Additional General Meeting. (Amended 2017)

**(c) Error or Omission in Notice**

No inadvertent error or omission in giving notice of any Annual General Meeting or General Meeting 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 Annual General Meeting or General Meeting shall be a minimum of twenty-five (25) Members eligible to vote and present in person. 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 Members.
- (b)** The Chair presiding at a Meeting of Members shall have a vote only in the event of a tie vote.
- (c)** At all Meetings of Members, 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 favour of or against the motion.

**7.6 No Proxies**

Proxies will not be permitted. Members of the Association must be present in person at General Meetings and the Annual General Meeting of the Association in order to exercise their voting rights in relation to matters coming before a General Meeting or an Annual General Meeting, except for the advance voting for the election of Directors set out in Article 9.3 (b) of this By-law.

**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 Meetings as might have been transacted at the original Meeting 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 Members 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.

## **8. 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 remain a Member of the Association throughout his or her term of office,
- (iv) any and all possible affiliated player registrations to the Director must be within the OMHA, SCMHA or affiliated center to the Association for which Board the applicable Director is applying to sit on.

#### **(b) Number of Directors**

The affairs of the Association shall be managed by a Board that consists of fifteen (15) elected Directors. (Amended 2017)

#### **(c) Term of Office**

The Directors shall be elected to the following terms of office:

- (i) The Directors of Recreational Hockey and Representative Hockey each shall be eligible for election for terms of two (2) years each and shall be eligible to serve five (5) consecutive terms of two (2) years each and shall not be eligible for election for a sixth (6) consecutive two (2) year term, (Amended 2017)
- (ii) The remaining nine (9) Directors at large shall be eligible for election for terms of two (2) years (each or terms of one (1) year each depending on the number of votes that the Director receives from the Membership during their election year, (Amended 2017)
- (iii) No Director shall be eligible to serve on the Board of Directors for more than 10 consecutive years,
- (iv) Any former Board member is eligible for re-election after not serving on the Board of Directors for twelve (12) consecutive months.



**(d) Rotation of Directors**

- (i)** Each year at the Annual General Meeting of Members of the Association, the members of the Association shall elect the Recreational Hockey and Representative Hockey for two (2) year terms each; and, a number of Directors equal to the number of Directors whose term is ending shall be elected to the Board for two (2) year terms each alternatively six (6) Directors in even years and six (6) Directors in odd years. (Amended 2017)
- (ii)** In order to establish a rotation of Directors on the Board, the election of Directors next following the implementation of this By-law shall provide for the election of the Recreational Hockey and Representative Hockey for two (2) year terms; the election of five (5) Directors for a term of two (2) years each and the election of four (4) Directors for a term of one (1) year each. Thereafter, a number of Directors equal to the number of Directors whose term is ending shall be elected for two (2) year terms each; (Amended 2017)
- (iii)** In order to implement the provisions of this Bylaw, the term of all incumbent Directors of the Association at the date of adoption of this Bylaw, shall expire and terminate on the date of the April General Meeting next following the date of implementation of this Bylaw.

**(e) 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.

**9. PROCEDURE FOR ELECTION OF DIRECTORS**

**9.1 Nominations**

- (a)** The Nominations and Elections Committee shall invite nominations to the Board of Directors from the Members of the Association on or before January 31 in each year and shall supply and make available a nomination form to be completed by all nominees and two nominators who are Members of the Association, and such completed nomination form shall be delivered to the Chairperson of the Nominations and Elections Committee.
- (b)** Nomination forms nominating individuals for election to the Board of Directors of the Association must be delivered to the Chairperson of the Nominations and Elections Committee Association on or before 6:00 p.m. on the 15th day of March in each year, when nominations shall be deemed to be closed.

**9.2 Board Positions**

- (a)** Nominations to the Board of Directors of the Association shall be as follows:
  - (i)** Nominees may choose to seek election as a Director at Large of the Association for a term of two (2) years or,
  - (ii)** Nominees may seek election as the Director of Representative Hockey Operations for a term of two (2) years or,

(iii) Nominees may seek election as the Director of Recreational Hockey Operations for a term of two (2) years. (Amended 2017)

(b) Nominees may not seek election or be nominated for more than one position on the Board of Directors in the same election. Nominations for more than one position will result in disqualification of nominations for all positions. (Amended 2017)

### **9.3 Election Procedures**

(a) The Chair of the Nominations and Elections Committee shall post in all Stoney Creek Arenas a listing of all individuals who have been nominated for election to the Board of Directors of the Association and their nominators on or before the 17th day of March in each year and such listing shall identify whether each nominee is seeking election as a Director at Large or as the Director of Operations for Representative Hockey or as the Director of Operations for House League Hockey.

(b) The Nominations and Elections Committee shall organize and conduct advance voting for the election of Directors and such advance voting shall take place from 8:30 a.m. to 7:30 p.m. on the Saturday of the House League Championship weekend at a location to be determined by the Nominations and Elections Committee.

(c) All advance voting ballots shall be placed into a sealed box or container which shall not be opened and counted until completion of the election at the Annual General Meeting. The Nominations and Elections Committee shall ensure that the advance voting and the voting at the Annual General Meeting is orderly and secure and that each Member of the Association has one vote only for the election of Directors.

(d) That an advanced poll also be held on the Wednesday prior to Championship Day.

(e) The Nominations and Elections Committee shall prepare the ballots to be used for the advance voting and for the voting at the Annual General Meeting of Members of the Association, and the Nominations and Elections Committee shall supervise the election of Directors and shall distribute all ballots and count all votes and announce the results of the election of Directors at the Annual General Meeting.

### **9.4 Vacancies**

(a) Any vacancy occurring on the Board, other than at the time of the Annual General Meeting, may be filled only for the remainder of the current year of the vacated term of Resolution of the Directors then in office provided there is a quorum of Directors then in office.

(b) The Board shall invite applications from the Members of the Association for appointment to the vacancy on the Board, and the Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

(c) The remainder of the current year of a term of office completed by a Director so appointed shall not be included in calculating the maximum term of office for which such appointed Director will be eligible, determined in accordance with Article 8 of this By-law.

- (d) If a vacancy occurs in the first year of a two (2) year term of a Director, a Director shall be elected by the Membership to fill the second year of the vacant position on the board at the next Annual election of Directors.

## **9.5 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 two-thirds (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, 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 eleven (11) times per year.

#### **(b) Special Board Meetings**

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary 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 of Board Meetings Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association.
- (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 Adjournment of Board Meetings**

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

#### **10.6 Quorum**

A quorum for Board Meetings shall consist of a majority of the Directors eligible for said meeting and shall include two (2) Officers. No business of the Board 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.

#### **10.7 Voting Rights**

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall not have a second vote in the event of a tie vote.

#### **10.8 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 favour or against such motion.

#### **10.9 Remuneration**

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; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

#### **10.10 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.
- (f) No Director or member of their household may receive payment for services or hold a contract from Stoney Creek Minor Hockey Association as long as they hold position of Director. (Amended 2017)

#### **10.11 Indemnification of Directors**

- (a) 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;
- (b) 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
- (c) 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.

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

#### **10.12 Confidentiality**

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

#### **10.13 Appointments**

- (a) The Board of Directors may make such appointments as are deemed necessary to facilitate the operations of the Association.
- (b) The term of each appointment shall end at the next Annual General Meeting with the election of the new Board of Directors.

#### **10.14 Professional Staff**

- (a) The Association may establish professional staff positions with the approval of the Membership at a General Meeting.
- (b) The Board of Directors shall make the hiring decision to fill established staff positions.
- (c) Terms of service and remuneration shall be stated in contracts between the Association and those hired.
- (d) The Board of Directors shall approve specific job descriptions for each position and said job descriptions may be varied from time to time by mutual agreement between the Board of Directors and the staff concerned.
- (e) The Board of Directors shall evaluate the needs of the Association and conduct performance reviews of paid employees on an annual basis.

**10.15** The Board of Directors shall hire an Ice Scheduler to perform the duties required in this position.

### **11. OFFICERS & RESPONSIBILITIES OF OFFICERS**

#### **11.1 Elected Officers**

- (a) The Elected Officers of the Association shall be the President, the Vice-President, the Treasurer and the Secretary.
- (b) Within seven (7) days after the Annual General Meeting each year, the Directors shall hold a Directors' Meeting for purposes of electing the Officers of the Association and such Directors' Meeting shall be chaired by the Chairperson of the Nominations and Elections Committee. The Officers of the Association

shall be elected by the Directors from among the Directors of the Association other than the Director of Operations for Representative Hockey and the Director of Operations for Recreational Hockey.  
(Amended 2017)

- (c) A Director shall not hold more than one Office nor hold any Office for more than six (6) years.

### **11.2 Assistants to Officers**

The Board of Directors may appoint such assistants to Officers of the Association as the Board may determine by Resolution from time to time.

### **11.3 Eligibility for Office**

- (a) The elected Officers of the Association, with the exception of the Treasurer, must have served on the Board for at least one (1) year prior to election as an Officer.
- (b) The Board shall endeavour to select as Treasurer of the Association, a Director who has employment experience and skills in accounting procedures.

### **11.4 Term of Office**

The elected Officers shall hold Office until the Annual General Meeting held approximately one (1) year after the Officers are elected.

### **11.5 Termination of Officers**

#### **(a) Removal for Cause**

The Board, by resolution approved by two-thirds (2/3) of the Directors, a quorum being present, may remove any Officer for cause before the expiration of their term of Office.

#### **(b) Resignation**

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

### **11.6 Vacancies in Office**

- (a) If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.
- (b) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

## **11.7 Responsibilities**

### **(a) President**

The President shall:

- (i)** Represent the Association in the Community,
- (ii)** Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership of the Association,
- (iii)** Exercise general supervision of the Association in accordance with Policies determined by the Board,
- (iv)** Be a Member of all committees and sub-committees of the Association, other than the Nominations and Elections Committee.

### **(b) Vice President**

The Vice-President shall:

- (i)** Assume the duties of the President in the absence for any reason of the President and shall carry out such other duties as are assigned by the Board or the President,
- (ii)** Monitor adherence by the Board of Directors to all existing Policies of the Association and to inform the Board of Directors with respect to any inconsistencies between existing Policies of the Association and a proposed policy for the Association,
- (iii)** Be available to assist any Director requiring assistance in the completion of their functions,
- (iv)** Recommend policy to the Board of Directors regarding the nomination and election of Directors of the Association, and the organization and conduct of General Meetings of Members of the Association.
- (v)** Carry out such duties as are assigned by the Board, the Executive Committee or the President.

### **(c) Treasurer**

The Treasurer shall:

- (i)** Have working knowledge of bookkeeping and accounting procedures obtained either from an accredited educational institution or by employment in this field,
- (ii)** If the Association cannot fill this position with a person with these credentials then the position will be filled by a suitable elected Director who will be responsible for the deposition of funds and the payment of bills,



- (iii) All other record keeping, receipts, etc. will be outsourced to a reputable accounting or bookkeeping firm who will be responsible to fulfill all monthly and yearly reconciliations and reports for the Association,
- (iv) This accounting/bookkeeping firm will be secured by tender and shall not have any direct affiliation with the Association.

**(d) Secretary**

The Secretary shall:

- (i) record the Minutes of General Meetings of Members, 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 Members of the Association,
- (ii) Ensure the proper custody of the Association's corporate seal, corporate Minutes and Resolutions and other corporate records and documents,
- (iii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association,
- (iv) Recommend policy to the Board of Directors regarding internal and external communications of the Association,
- (v) Carry out other duties as are assigned by the Board, the Executive Committee or the President,
- (vi) Liaise with all committees of the Board of Directors to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget.

**12. COMMITTEES OF THE BOARD**

**12.1** The following committees shall be Standing Committees of the Board of Directors of the Association;

- (a) Executive Committee,
- (b) Budget Committee,
- (c) Recreational Hockey Operations Committee,
- (d) Marketing / Fundraising Committee,
- (f) Nominations and Elections Committee,
- (g) Parent Liaison Committee,

- (h) Purchasing and Equipment Committee,
- (i) Referees and Officials Committee,
- (j) Registration Committee,
- (k) Representative Hockey Operations Committee,
- (l) Technical Development Committee,
- (m) Tournament Committee,
- (n) Ice Allocation Committee.

**12.2** Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Director's Resolution as may be desired or required from time to time.

**12.3 Executive Committee**

- (a) The Executive Committee shall consist of the President, who Chairs, the Vice-President, Secretary and Treasurer and shall be responsible for the day to day management of the affairs of the Association including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- (b) The Executive Committee shall:
  - (i) During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board of Directors which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board of Directors for ratification at the next Board Meeting,
  - (ii) Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board of Directors for Resolution,
  - (iii) Present a monthly report regarding the activities of the Executive Committee to the Board of Directors,
  - (iv) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association,
  - (v) Recommend policy to the Board of Directors regarding management and administrative issues related to the Association,
  - (vi) Deal with any other matters assigned to it by the Board of Directors or by the President.



#### **12.4 Budget Committee**

- (a)** The Budget Committee shall be Chaired by the President and shall consist of the members of the Executive Committee, the Directors of Recreational Hockey Operations and the Director of Representative Hockey Operations. (Amended 2017)
- (b)** The Budget Committee shall:
  - (i)** Prepare a budget for the Association not later than February 15 in each year, for the next fiscal year for submission to the Board of Directors for approval,
  - (ii)** Liaise with all Committees of the Board of Directors to receive estimates of revenues and expenditures for the next fiscal year of the Association for the purposes of preparing the Budget,
  - (iii)** Recommend policy to the Board of Directors regarding financial budgeting and planning for the Association.

#### **12.5 Recreational Hockey Operations Committee**

- (a)** The Recreational Hockey Operations Committee shall be chaired by the Director elected by the Membership as the Director of Recreational Hockey and all Recreational League Convenors. (Amended 2017)
- (b)** The Recreational Hockey Operations Committee shall:
  - (i)** Be responsible for Pre-Hockey, Tyke, Novice, Atom, Bantam, Midget and Juvenile divisions as well as the Recreational Development Program, (Amended 2017)
  - (ii)** Operate the Recreational Hockey Programs pursuant to the Policies of the Association, (Amended 2017)
  - (iii)** Establish and monitor Policies relating to Recreational Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association, (Amended 2017)
  - (iv)** Recruit and train volunteers to perform the functions required to operate Recreational League and the Recreational Development Program, (Amended 2017)
  - (v)** Monitor Recreational Special Events and programming, (Amended 2017)
  - (vi)** Establish and maintain on-ice and off-ice Recreational Development Programs in conjunction with the Director of Representative Hockey, (Amended 2017)
  - (vii)** Establish and maintain an evaluation program for all Recreational Development coaches, instructors, trainers and managers in conjunction with the Director of Technical, and Director of Representative Hockey, (Amended 2017)
  - (viii)** Coordinate with the Director of Representative Hockey the Recreational Development Programs, (Amended 2017)

- (ix) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Recreational League Operations Committee for the next fiscal year of the Association, (Amended 2017)
- (x) Present a monthly report regarding Recreational League Operations to the Board of Directors, (Amended 2017)
- (xi) Recommend policy to the Board of Directors regarding Recreational League Operations, (Amended 2017)
- (xii) Present a report to the Membership at the Annual General Meeting of the activities of the previous year and recommendations for the upcoming year.

## **12.6 Marketing/Fundraising Committee**

- (a) The Marketing/Fundraising Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than three and not more than five individuals who are not Directors of the Association. (Amended 2017)
- (b) The Marketing/Fundraising Committee shall:
  - (i) Recruit and train volunteers to perform the functions required to operate the Marketing/Fundraising Committee, (Amended 2017)
  - (ii) Set up an accurate recording system covering income and disbursements relating to fundraising for delivery to the Treasurer,
  - (iii) Actively pursue new volunteer fundraising projects,
  - (iv) Manage and supervise current fundraising endeavours,
  - (v) Act as liaison for all non-corporate fund-raising activities,
  - (vi) Solicit and maintain sponsors for all Association teams,
  - (vii) Act as a liaison/contact for all Association sponsorships,
  - (viii) Solicit new donors for Association sponsorships,
  - (ix) Recommend new sources of revenue for the Association,
  - (x) Promote and publicize the interests of the Association,
  - (xi) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Marketing/Fundraising Committee for the next fiscal year of the Association, (Amended 2017)

- (xii) Present a monthly report regarding Marketing/Fundraising of the Association to the Board of Directors and (Amended 2017)
- (xiii) Recommend policy to the Board of Directors regarding Marketing/Fundraising of the Association. (Amended 2017)

## **12.7 Nominations and Elections Committee**

- (a) The Nominations and Elections Committee shall be chaired by a Member of the Association, who is not a Director, and is not a nominee for election to the Board of Directors, recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than three (3) and not more than (5) Members who are not Directors of the Association and are not nominees for election to the Board of Directors of the Association.
- (b) The Nominations and Elections Committee shall:
  - (i) Solicit nominations for each Board position which may be or is to become vacant including nominations for each Annual General Election,
  - (ii) Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law,
  - (iii) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association,
  - (iv) Present a report to the Board of Directors, on or before May 31 in each year, regarding matters related to nominations and elections and
  - (v) Recommend policy to the Board of Directors regarding nominations and elections.

## **12.8 Parent Liaison Committee**

- (a) Parent Liaison Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than three and not more than five Parent/Guardian Members who are not Directors of the Association.
- (b) The Parent Liaison Committee shall:
  - (i) Recruit and train volunteers to perform the functions required for parent/guardian concerns,
  - (ii) Facilitate communications throughout the Association,
  - (iii) Bring to the attention of the appropriate Director any concerns received from a parent or guardian, and, if required, as Chair of the Dispute and Resolution Committee, set up and conduct mediation / discipline hearings (as set out in the OMHA Risk Management Guide 2006) as required in a timely fashion,

- (iv) Assist any parent or guardian or player who requests assistance in any dealings with the Association,
- (v) Assist the Director of Marketing/Fundraising in recruitment of volunteers, (Amended 2017)
- (vi) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Parent Liaison Committee for the next fiscal year of the Association,
- (vii) Present a monthly report regarding parent and guardian issues to the Board of Directors and
- (viii) Recommend policy to the Board of Directors regarding parent and guardian issues and concerns.

## **12.9 Purchasing and Equipment Committee**

- (a) The Purchasing and Equipment Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than three and not more than five individuals who are not Directors of the Association.
- (b) The Purchasing and Equipment Committee shall:
  - (i) Recruit and train volunteers to perform the functions required for purchasing and equipment,
  - (ii) Maintain an inventory of all equipment owned by the Association,
  - (iii) Collect rental fees and security deposits for all goalie equipment leased,
  - (iv) Solicit bids and purchase hockey equipment, as required,
  - (v) Maintain and repair all equipment owned by the Association,
  - (vi) Solicit bids and arrange the purchase of awards day presentations,
  - (vii) Act as the Purchasing Agent for the Association with respect to all Association purchases,
  - (viii) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association,
  - (ix) Present a monthly report regarding purchasing and equipment to the Board of Directors and
  - (x) Recommend policy to the Board of Directors regarding purchasing and equipment.

## **12.10 Referees and Officials Committee**

- (a) The Referees and Officials Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Directors, and in addition shall consist of the Referee-in-Chief and the Recreational League scheduler of the Association. (Amended 2017)

**(b)** The Referees and Officials Committee shall:

- (i)** Recruit and train referees for Recreational League Operations, (Amended 2017)
- (ii)** Recruit and train timekeepers,
- (iii)** Schedule referees and timekeepers at games when required by Association conveners,
- (iv)** Maintain accurate and complete records for payment of honoraria to timekeepers and referees,
- (v)** Forward lists of honoraria payable to timekeepers and referees to the Treasurer for payment,
- (vi)** Maintain accurate records per team for payment of timekeepers,
- (vii)** Monitor and evaluate the performance of timekeepers and referees on an ongoing basis,
- (viii)** Investigate and respond to complaints filed against referees or officials in a timely fashion,
- (ix)** Confer with the Parent Liaison Committee and the appropriate Director of Hockey Operations with respect to any complaints filed by timekeepers or referees,
- (x)** Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Referees and Officials Committee for the next fiscal year of the Association,
- (xi)** Present a monthly report to the Board of Directors regarding referees and
- (xii)** Recommend policy to the Board of Directors regarding referees and officials.

**12.11 Registration Committee**

**(a)** The Registration Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than three and not more than five individuals who are not Directors of the Association.

**(b)** The Registration Committee shall:

- (i)** Recruit and train volunteers to perform the functions required for registration,
- (ii)** Establish registration forms and procedures,
- (iii)** Conduct registration for all applicants eligible to participate in Association Ice Hockey Programs,
- (iv)** Maintain a register of receipts regarding all registration fees received by the Association and to forward all monies promptly to the Treasurer for deposit to the credit of the Association,

- (v) Maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian names,
- (vi) Supply to the Directors of Representative Hockey and Recreational Hockey current registration information in a timely fashion, (Amended 2017)
- (vii) Ensure that all players are registered with the OMHA,
- (viii) Communicate any changes in registration immediately to such other Directors or other individuals who are affected by such change,
- (ix) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association,
- (x) Present a monthly report regarding Registration Operations to the Board of Directors,
- (xi) Recommend policy to the Board of Directors regarding registration.

#### **12.12 Representative Hockey Operations Committee**

- (a) The Representative Hockey Operations Committee shall consist of the Director elected by the Membership as Director of Representative Hockey Operations, as Chair, and all representative hockey convenors and the OMHA representative.
- (b) The Representative Hockey Operations Committee shall:
  - (i) Operate the Representative Hockey Programs pursuant to the Policies of the Association,
  - (ii) 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,
  - (iii) Recruit and train volunteers to perform the functions required to operate the Representative Hockey Operations,
  - (iv) Select an OMHA representative for Representative Hockey,
  - (v) 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,
  - (vi) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Representative Hockey Operations Committee for the next fiscal year of the Association,
  - (vii) Present a monthly report regarding Representative Hockey Operations to the Board of Directors,
  - (viii) Recommend policy to the Board of Directors regarding Representative Hockey Operations.





### **12.13 Technical Development Committee**

- (a)** The Technical Development Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and in addition shall consist of not fewer than three and not more than five individuals who are not Directors of the Association.
- (b)** The Technical Development Committee shall:
  - (i)** Recruit and train volunteers to perform the functions required for technical development,
  - (ii)** Recruit and assign Technical Development Coordinators for each of Representative Hockey and Recreational Hockey, (Amended 2017)
  - (iii)** Establish and maintain on-ice and off-ice technical development programs in conjunction with the Directors of Representative Hockey and Recreational Hockey, (Amended 2017)
  - (iv)** Establish and maintain an evaluation program for all coaches, trainers and managers in conjunction with the Directors of Representative and Recreational Hockey, (Amended 2017)
  - (v)** Establish the Representative Hockey Coaches Selection Sub-Committee, which shall include the Director of Representative Hockey and to establish the Recreational Hockey Coaches Selection Sub-Committee, which shall include the Director of Recreational Hockey, (Amended 2017)
  - (vi)** Recommend to the Board of Directors Policies and procedures for each of the Coaches Selection Subcommittees,
  - (vii)** Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report,
  - (viii)** Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Technical Development Committee for the next fiscal year of the Association,
  - (ix)** Present a monthly report regarding technical development to the Board of Directors and
  - (x)** Recommend policy to the Board of Directors regarding technical development.

### **12.14 Tournament Committee**

- (a)** The Tournament Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition shall consist of not less than three (3) and not more than five (5) individuals who are not Directors of the Association.
- (b)** The Tournament Committee shall:
  - (i)** Recruit and train volunteers to perform the functions required to operate the Tournament Committee,

- (ii) Solicit and maintain sponsors for all Association Tournaments and Special Events,
- (iii) Act as a primary contact person for all Association Tournaments and Special Events sponsorships,
- (iv) Solicit new donors for Association Tournaments and Special Events sponsorships,
- (v) Recommend new sources of revenue for the Association Tournaments and Special Events,
- (vi) Promote and publicize the interests of the Association in Tournaments and Special Events,
- (vii) Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Tournament Committee for the next fiscal year of the Association,
- (viii) Present a monthly report regarding the Tournament Committee of the Association to the Board of Directors,
- (ix) Recommend policy to the Board of Directors regarding Tournaments and Special Events of the Association.

#### **12.15 Ice Allocation Committee**

- (a) The Ice Allocation Committee shall be Chaired by the Director recommended by the Executive Committee and confirmed by the Board and shall consist of the Treasurer, the Director of Recreational Hockey, the Director of Representative Hockey Operations and the Director of Tournaments. (Amended 2017)
- (b) The Ice Allocation Committee shall:
  - (i) Designate the Director of Ice Allocation to be the representative for SCMHA and to meet with the new City of Hamilton along with the other User Groups (Stoney Creek Girls' Hockey, Old-timers Hockey, Stoney Creek Jr. B, Saltfleet Figure Skating Club, etc.) in preseason to negotiate and obtain SCMHA's allocated share of ice from the three (3) arenas (Saltfleet, Stoney Creek and Valley Park). The Director of Ice Allocation's duty is also to sign all ice contracts on behalf of SCMHA with the new City of Hamilton and the Hamilton 4-Pad Arena. During this meeting/meetings the Director of Ice Allocation shall hand in or notify the City of Hamilton of SCMHA's SPECIAL EVENTS (currently it is the Tournament of Champions and the Ace Bailey Tournament). At this time the Director of Ice Allocation is to book all available ice for our other EVENTS (currently it is the Select Winterfest and Recreational League Championship Day). If unable to book at this time, then it is the Director of Ice Allocation's responsibility to inquire when this can be accomplished and firm up these required ice times – having contracts drawn up and signed with the new City of Hamilton and the Hamilton 4-Pad Arena., thus securing the required ice to run these events. (Amended 2017)
  - (ii) At this pre-season meeting, the pre-season ice hours (last weekend in August to the second Friday in September) is also allocated to the User Groups by the new City of Hamilton. The Director of Ice Allocation will secure hours as determined by the Director of Rep Operations and the Director of Recreation Operations for Fall Tryouts. (Amended 2017)

- (iii)** After the Ice Allocation Meeting with the new City of Hamilton and the other User Groups, the Director of Ice Allocation will call a SCMHA Ice Allocation Meeting. During this meeting the allocated ice hours for the Rep Program will be allocated to the Director of Rep Hockey and the allocated ice hours for the Recreational Program will be allocated to the Director of Recreational Hockey. These allocated ice hours will now be the regular weekly hours to be used by Rep Operations and the regular weekly hours to be used by Recreational Operations to run their programs. The only time these ice hours are to be altered will be when the following occurs: (a) SCMHA Tournament or Events, and (b) other new City of Hamilton User Group's Special Events.
- (iv)** In the event that there is any turned back ice (originally allotted and contracted to SCMHA by the new City of Hamilton) emanating from a City Special Event by one of the user groups (requiring a City Special Event Permit) or a SCMHA Sponsored Event (not requiring a Special Event Permit), then the following procedure will take place:

A meeting of the Ice Allocation Committee will be called in order to discuss the following:

- (v)** How the ice will be allocated to the three SCMHA Programs (Rep, Recreation and Select) with the following standards established: a) Teams who need to get in League Games, OMHA Playdowns, League Playdowns will be given first consideration; b) Teams who have not or will not be on SCMHA ice for a week or more will be given second consideration; (Amended 2017)
- (vi)** Rep and Select Teams will be given third consideration for the remainder of ice hours.
- (vii)** How the ice hours will be paid for by the three SCMHA Programs (Rep, Recreation and Select) shall be determined. If the particular group requesting the ice hours cannot meet the financial requirements – then that particular group will forfeit their consideration for the ice. (Amended 2017)
- (viii)** If the ice cannot be used by the three SCMHA Programs (Rep, Recreation and Select) then the hours will be turned back to the new City of Hamilton. The option of turning back hours to the new City of Hamilton can only be followed if the Special Event in question is not a Special Event that SCMHA is holding a permit for. In the event that the Special Event or Sponsored Event in question is an event that we hold a permit for or are hosting, we are obligated to pay for this ice as per the contract drawn up with the new City of Hamilton. In this case, any allocated ice hours at this point will be given equally to the three SCMHA Programs (Rep A, Recreation and Select). The cost of these hours shall be debited from the registration fees paid from the applicable SCMHA Program which has been allocated the ice hours. (Amended 2017)
- (ix)** Prepare a budget for the Association no later than February 15 in each year, for the next fiscal year for submission to the Board of Directors for approval,
- (x)** Liaise with all committees of the Board of Directors to receive estimates for revenues and expenditures for the next fiscal year of the Association for the purposes of preparing the Budget,
- (xi)** Recommend policy to the Board of Directors regarding financial budgeting and planning for the Association,

(xii) Present a monthly report to the Board of Directors.

## **12.16 Standing Committee Procedure**

All Standing Committees shall comply with all bylaws, guidelines, Policies and Procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.

### **(a) Meetings**

Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.

### **(b) Notice**

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

### **(c) Quorum**

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

### **(d) Voting Rights**

Each Member of a standing committee present at a Meeting shall be entitled to one vote. In the case of an equality of votes, the Chair shall have a second or deciding vote.

### **(e) Minutes**

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

### **(f) Annual Report**

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

## **12.17 Sub-Committees and Ad Hoc Committees**

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

## **13. EXECUTION OF DOCUMENTS**

### **13.1 Execution of Documents**

The Board may from time to time appoint any Officer or Officers 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.

### **13.2 Books and Records**

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

## **14. FINANCIAL YEAR**

The financial year of the Association shall terminate on the 30th day of April in each year.

## **15. BANKING ARRANGEMENTS**

### **15.1 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.

### **15.2 Deposit of Securities**

- (a) 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.
- (b) 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.

- (c) 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.

## **16. BORROWING BY THE ASSOCIATION**

### **16.1 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

- (a) To borrow money on the credit of the Association,
- (b) To issue, sell or pledge securities of the Association or
- (c) To 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.

### **16.2 Borrowing Resolution**

From time to time, the Board may authorize any Director or Officer of the Association 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.

## **17. NOTICE**

### **17.1 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.

### **17.2 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.

### **17.3 Method of Giving Notice**

- (a) 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, Officer or Member at their address as the same appears in the records of the Association.
- (b) 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 letterbox as aforesaid.
- (c) For the purposes of sending any notice, the address of any Member, Director or Officer shall be their last address in the records of the Association.

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

- 18.1** The Board may recommend amendments to the By-laws of the Association from time to time to the Membership.
- 18.2** 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 Secretary 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.
- 18.3** 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 or at an Additional General Meeting of Members called for the purpose of approving such By-Law amendment. The notice of such Annual General Meeting or Additional General Meeting shall refer to, describe and explain the By-law or amendments to the By-law being recommended by the Board.
- 18.4** A motion to amend the By-laws recommended by the Board or proposed by a Member at an Annual General Meeting or at an additional General Meeting of Members must be approved by a two-thirds (2/3) vote of the Members present at such General Meeting.
- 18.5** The Members at the Annual General Meeting or at the additional General Meeting may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- 18.6** Amendments to the By-Laws of the Association, approved at any General Meeting of Members shall go into effect immediately upon approval of said amendments.

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

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



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.

## 20. RULES OF PROCEDURE

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.

## 21. EFFECTIVE DATE

This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as herein before 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 in the City of Stoney Creek, Ontario, and at which a quorum was present on the 3<sup>rd</sup> day of April, 2017.

*[A signed copy resides in the permanent records of the Association]*

### ADDENDUM TO BYLAWS

This document is an accurate reproduction of the By-laws of the SCMHA and is reproduced and provided as a convenience to its members. It may not include all amendments that have been passed since its reproduction and resort should be had to the original Bylaws filed at the offices of the SCMHA. Should any errors or omissions or discrepancies exist between the reproduced and the original Bylaws filed at the offices of the SCMHA, the original Bylaws filed at the offices of the SCMHA shall be final and binding.

Non-material changes to this document such as typos, name changes and punctuation may be made from time to time without ratification by the Membership.

*Steven W. Johnson*

\_\_\_\_\_  
President

*N. Pettorossi*

\_\_\_\_\_  
Secretary



BY-LAW DATES TO REMEMBER

<b>Membership</b>		
	Year	September 1 – August 31
	List	November 30
	Record Date	35 days before any GM
<b>Meetings</b>		
AGM	Date	7 days after Recreational Championship
	Notices of Motion	March 1, 6 p.m. (in writing to Secretary)
	Notice posted in Arenas & Website	30 Days before
	Notice on Website and Social Media	Once, 30 days before
Any other GM	Date	Optional
	Notice of Motion	Posted with Notice of Meeting
	Notice Posted in Arenas & Website	15 days prior
	Notice on Website and Social Media	Once, 10 days prior
BOD	Date	Monthly – at least 11 times/year
	Notice	7 days
Standing Committees	Date	Optional – 4 times/year
	Notice	7 days
<b>By-Law Amendments</b>		
@ BOD	Notice to BOD by Secretary	10 days before in writing
@ AGM	Notice to Secretary	By March 1, 6 p.m.
@ any other GM	Notice to Secretary	15 days before
	Valid	As soon as approved
<b>Elections</b>		
Nominations	Open	January 31
	Close	March 15, 6:00 p.m.
	Posted in arenas & website	March 17
Voting	Advance Poll	Wed. before Recreational Championship
	Advance Poll 8:30 a.m. - 7:30 p.m.	Saturday of Recreational Championship
	Final Poll	at AGM
	Officers	within 7 days of AGM
Report	from Nomination Committee	May 31
<b>Vacancies</b>		
	Officers	Elect from remaining BOD Members - within 30 days Valid until next AGM
	Directors	Appoint from Applicants - within 30 days Valid until next AGM
<b>Finance</b>		
	Fiscal Year	ends April 30
	Budget from Standing Committees	January 15
	Budget Preparation	February 15