

# **SIMONS VALLEY HOCKEY ASSOCIATION**



**By-Laws**

**May 2021**



### **Preamble:**

The Simons Valley Hockey Association (herein the "Association") was founded under the Societies Act of the Province of Alberta. The Association does not intend to adopt a corporate seal. The following articles and information will form the "Bylaws" of the Association.

### **Definitions:**

In all Bylaws of the Association unless the context otherwise specifies or requires the following will apply:

- (a) "Act" means the Societies Act of the province of Alberta, as amended from time to time
- (b) "Administrator" means non-voting paid position that works directly with the Board of Directors
- (c) "Annual General meeting", "Special General Meeting" and "General Meeting of Directors" mean meetings held in accordance with Article 6.0 and in accordance with the Act.
- (d) "Board member" or "Director" means those members elected to or appointed to the Board under the terms of these Bylaws
- (e) "Board" or "Board of Directors" (BOD) means the Board which includes Directors at large, Executive officers and other duly elected members
- (f) "Boundary" means the communities or geographical area forming the Association as determined from time to time by Hockey Calgary
- (g) "Executive" means an officer of the Board as herein defined
- (h) "Fiscal Year" means the twelve (12) calendar months commencing July 1<sup>st</sup> of a particular year and ending June 30<sup>th</sup> of the following year.
- (i) "Hockey program" means the ice hockey program of development as conducted by the Association
- (j) "Member" means an a parent or guardian of a player under the age of 18 that has met the eligibility criteria as outlined herein or a player age 18-20 registered in the Junior division, meeting eligibility criteria
- (k) "Motion" means a resolution of the Members or Board as applicable, by a quorum of members or the majority of the Board as applicable
- (l) "Officers" means individuals' holding the following positions:
  - 1. President
  - 2. Vice president(s)
  - 3. Secretary
  - 4. Treasurer
  - 5. Past president
- (m) "Participant" means a player in the hockey program



- (n) "Registration fees" or "membership fees" means fees for the season, subject to change annually, as set by the Board prior to commencement of registration for the season during that fiscal year for each participant in the hockey program
- (o) "Season" means August 1<sup>st</sup> to April 30<sup>th</sup> of consistent with Hockey Alberta
- (p) "Special motion" means a resolution passed at a General or Special meeting of the Association of which not less than 7 days written notice specifying the intention to propose the resolution has been duly given, and, by a vote consistent with quorums as outlined in Article 6. A resolution consented to in writing by all members who would have been entitled at a General meeting of the Association to vote on the resolution in person
- (q) "Standing policies and procedures" means as adopted by the Board and outlined for members in the member's handbook, managers manual, coaching manual and evaluation manual
- (r) "Written notice" means as posted on the Association website or emailed to the participant's primary member email

#### **Article 1.0 -- Objectives of the Association**

- 1) To provide and administer the hockey program for the safe enjoyment of members and participants
- 2) To encourage maximum participation by members and participants in a team environment
- 3) To create and foster healthy competition with fair and equal opportunity for all to participate and develop
- 4) To encourage sportsmanship and respect for teammates, coaches, referees, opponents and supporters
- 5) To ensure compliance with standing policies and procedures

#### **Article 2 -- Membership**

- 2.1 Membership will be granted to the parent(s) or legal guardian(s), to a maximum of 2, of a participant under the age of 18, or to a player age 18-20, registered in the junior division and said participant resides within the established boundaries, which are subject to change from time to time.
- 2.2 A member in good standing has paid associated fees in full; is not under disciplinary suspension from the Association or Hockey Calgary; and has provided all contact information as deemed necessary by the Board, including email address for notice.



- 2.3 Members in good standing have the right to attend special general meetings and the annual general meeting; have the right to request review of documents relative to the administration of the Association, including Board meeting minutes and financial statements, have the right to submit a motion and have the right to be nominated for a Board position. Each member in good standing will have the right to cast one vote per family. Registered members for a participant must meet the criteria for member in good standing.
- 2.4 Membership will be denied to anyone who is in arrears on registration fees from the preceding season. This status will remain until all monies owed have been paid in full.
- 2.5 The Board shall have the authority, by majority vote, to deny membership, suspend or expel from membership any member whose conduct is determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or if a member willfully commits a breach of the bylaws or standing policies, both which are amended from time to time.
- 2.6 No member shall be denied or expelled or suspended without being notified in writing of the reason for such action.
- 2.7 The member does have the right to object by requesting, in writing to the Board, review of the action and if the Board does not overturn the decision an appeal procedure can be initiated, as per the Member's Handbook.
- 2.8 A member may resign from the Association with a notice in writing to the Secretary. Consideration of any refund will be subject to the current refund policy as outlined in the Member's handbook.
- 2.9 No member of the Association offering service in an Association or Team volunteer capacity shall receive any remuneration for said service.
- 2.10 No individual member is liable for a debt of the Association
- 2.11 A member may apply for reinstatement of membership status by application to the Board and be reinstated by a majority vote of the Board and comply with any conditions of reinstatement as determined by the Board

### **Article 3 -- Board of Directors**

- 3.1 The Board, subject to the Bylaws, shall manage the business of the Association and the hockey program. The Board shall use best efforts to ensure the objectives of the Association are achieved and that these Bylaws and the Standing policies and procedures, both as amended from time to time, are complied with.



3.2 The Board will be comprised of members in good standing, elected by members at the Annual General Meeting. (ALSO note 3.4)

3.3 Board of Director Elections

- (a) Nominations for vacant positions on The Board will be accepted in writing starting thirty (30) days prior to the AGM and be accepted until the day prior to the AGM. Should the number of written nominations accepted exceed the number of vacant Board positions by a factor of 1.5 then nominations from the floor on the day of the AGM will not be accepted.
- (b) In order to be elected to the Board of Directors, nominees must accept the nomination prior to votes being cast. Should a nominee not be able to attend the AGM, written acceptance of the nomination must be accepted prior to the meeting.
- (c) All Directors will be elected to a two (2) year term at the AGM with six (6) members being elected in an even year and six (6) members being elected in an odd year.
- (d) All Board positions as defined in 3.4 will be as voted on by both the incoming and outgoing members of the Board at the earliest possible Board meeting following the AGM. Each Board member will cast one (1) vote per eligible Board position.
- (e) No Board member may be eligible for the office of president unless he/she has served a complete term (2 years) on the Board of directors. This clause will be waived when there is not an eligible Board member who has served a complete term.
- (f) Unless elected to another position within the Board, the past president is approved to sit in as a non-voting advisory role to the Board of directors.
- (g) When a vacancy on the Board occurs during the season the Board of directors may, at its discretion, appoint a member in good standing to fill the vacancy. The appointed Board member will not have voting rights but will attend all Board meetings. The appointment will terminate at the next AGM at which time the position will be open for election for any remaining term.

3.4 Composition of the Board of Directors -- The governing body of SVHA is the Board of Directors. A total of twelve (12) members in good standing will comprise the Board of Directors. The following officer positions make up the executive:

- (a) President
- (b) Vice President(s)
- (c) Secretary/Treasurer
- (d) Eight (8) Directors at Large will fill the remaining positions and will be assigned areas of focus to be determined by the Board based on the current identified needs of the Association.

Subject to change, based on majority vote by The Board, The Standing Committees of the Board shall be:



- (a) The Evaluation Committee
- (b) The Discipline Committee
- (c) The Member Inquiry Committee
- (d) The Coach Selection Committee
- (e) The Hockey Development Committee

The Board shall be charged with appointing persons to each Standing Committee and to any ad hoc committee established by the Board under these Bylaws (individually the "Committee" and collectively the "Committees"). Any Member shall be eligible to be appointed to any Committee. Each Committee shall elect a Chair by a majority vote (the "Chair"). If required, the Chair of a committee is only eligible to vote in the case of a tie.

- 3.5 Each standing committee as described shall include a minimum of 1 member of the Executive, a minimum of 2 directors at large and may include additional members in good standing, with the exception of the Member Inquiry Committee, which will report to the Board as determined warranted.
- 3.51 Should a conflict of interest or a perceived conflict of interest be determined by the Chair of any such Committee, regarding any matter or issue before such Committee, the Chair, in their full and final discretion, shall require that the conflicted Member of such Committee recuse themselves from discussion and voting on such matter or issue.
- 3.52 The Board may create such ad hoc committees as are required
- 3.6 Duties of the Board
- 3.61 Duties of the President
  - (a) The President will ensure that all Directors conduct themselves in a manner that does not result in conflict of interest or bias. He/she will make every effort to ensure that complete information is presented to the Board of Directors in order that consistent, fair, and objective decisions are made to the best of the Board's ability.
  - (b) The President will call for and attend all committee meetings as a non-voting committee member, and may be called upon to facilitate, mediate, intervene, and advise such as to assist the committee to effect timely and appropriate decisions in all matters concerning the association. The president will cast a vote in any situation where a tie in votes has occurred.
  - (c) The President shall be an ex-officio officer of all committees. The president will act as the liaison between SVHA and all outside sports organizations in all matters.
  - (d) The President shall ensure all meetings of the SVHA Board of Directors remain closed to protect the privacy of the minor participants of the program. The President may invite



any member to attend a meeting for a specified period or may accept an invitation for a member to attend at his/her discretion, but must ensure that confidentiality is maintained.

- (e) Any member of the Board of Directors that breaches confidentiality requirements may be summarily suspended by the President until the matter can be dealt with in an appropriate manner by the Board of Directors.
- (f) The President may institute disciplinary action when deemed necessary, but must bring this information forward, for ratification, to the Board of Directors at the earliest possible convenience.
- (g) The President will not handle any problem dealing in direct conflict with a family member but will redirect the concern to the Vice-President, or in his/her absence, to another Board member.

### 3.62 Duties of the Vice President Operations (may have more than one VP)

- (a) The Vice President of Operations will act as a director at large in all meetings
- (b) The Vice President of Operations shall act on behalf of the President in the event that:
  - 1) The President is absent from any meetings of the association.
  - 2) The President is unable to fulfill the duties of the chair due to a conflict of interest, or a matter involving the family of the President arises.
  - 3) The resignation of the President is accepted by the Board of Directors.
- (c) The Vice President of Operations will be a member of the evaluation review committee and will call upon the assistance of other Board members as required to assist in individual reviews. Included if necessary a review of the evaluation of players for approval and/or revision of placement in consultation with the Evaluation Committee and Division Coordinator.
- (d) The Vice President of Operations will be a member of the Discipline Committee
- (e) The Vice President of Operations shall oversee all division coordinators, assistant coordinators, team reps and managers, tournament and ice scheduling for all age groups categories, serve on the coach selection committee,
- (f) The Vice President of Operations shall attend MHAC meetings as required.
- (g) The Vice President of Operations shall work with Registrar with regard to the number of players in each category and close registration if there are insufficient numbers to form additional teams.
- (h) The Vice President of Operations shall attend coaches and referee's clinics as required.
- (i) The Vice President of Operations shall keep track of player suspensions as required and attend MHAC hearings involving SVHA players as required.
- (j) The Vice President of Operations shall work with Division Coordinators in seeding teams at the start of the year as well as reseeding the teams after the seeding round.
- (k) The Vice President of Operations shall attend a variety of Minor Hockey week and Playoff games.
- (l) The Vice President of Operations shall help Coordinators finalize year end, equipment



- turned in, financial statements, coach evaluations, etc.
- (m) The Vice President of Operations will assist with hockey development at all levels of the association and may delegate said duties to another Board Member as required.

### 3.63 Duties of the Treasurer/Secretary

- (a) The Treasurer/Secretary will act as a director at large in all meetings The Treasurer will be responsible for the following activities:
- 1) Prepare the budget in consultation with the Board of Directors.
  - 2) Keep the signing authority approvals up to date.
  - 3) Monitoring account activities, maintaining a positive balance and present revised financial forecasts based on actual spending as needed.
  - 4) Accept all registration fees from the membership and deposit said fees into the association account.
  - 5) Prepare accurate financial information to be presented at Board meetings including information on all disbursements made during the reporting period.
  - 6) Manage the bank account
  - 7) Work in consultation with a contracted accounting firm to prepare the annual financial statements of the association.
  - 8) Assist the Secretary as required
- (b) The Secretary will be responsible for the following activities:
- 1) Arrange the meeting place of all Board meetings and keep accurate minutes of the meetings.
  - 2) Keep accurate records of all Board members.
  - 3) Prepare the AGM package for the membership.
  - 4) Assist the Treasurer as required.

### 3.64 Duties of the Directors at Large

- (a) Will act as such in all meetings.
- (b) Responsibilities of the Directors at Large will be pursuant to the position held and will be as agreed upon by the Board of Directors.
- (c) Attend a variety of Minor Hockey Week and Playoff Games



- 3.7 Signing authority for the association will be granted to the President and Secretary/Treasurer and may be granted to the Vice Presidents at the discretion of the President and Secretary/Treasurer jointly.
- 3.8 Any member of the Board of directors who is absent from three (3) consecutive Board meetings without just cause may be removed from the Board by a majority vote of the remaining Board members.
- 3.9 A Board member may resign at any time by written notification to the Secretary.
- 3.10 No Director shall be removed from the Board without being notified of such removal in writing. Upon receipt of such written notice, the Director has the right to object to such expulsion or suspension to the Executive at a meeting called for that purpose within thirty days of the date of such written notification. The Director must present this request to the President in writing within seven days of such notification of expulsion or suspension. The Executive may uphold or overturn such expulsion or suspension.
- 3.11 If the Executive does not overturn the decision the Director has the right to object and proceed with an appeal process as per the current policy outlined in The Member's Handbook.
- 3.12 No member of the SVHA Board of Directors shall receive remuneration for their services. All Board members will be reimbursed for reasonable receipted office supply expenses used to administer the activities of the association. In the event that a member of the Board of Directors is required to attend regional or national meetings, he/she shall be eligible to be reimbursed for actual and reasonable receipted expenses.
- 3.13 During the course of the hockey season no less than four (4) Board meetings will be held. All Board Members will prepare and present a report on their respective positions at each meeting. When a minimum of six (6) Board members are present at a meeting, it will constitute a quorum for said meeting.



#### **Article 4 -- Indemnity**

- 4.0 Each Board Member shall be deemed to have assumed a position on the Board upon election at the AGM, on the express understanding, agreement and condition that he and his heirs, executors and administration shall, from time to time and at all times, be indemnified and saved harmless out of the funds of, and by SVHA from and against all costs, charges, actions, causes of action, damages, judgments, claims, liabilities and expenses whatsoever, including but without limitation, his costs on a solicitor/client basis and any amount reasonably paid by him to settle any action, cause of action, claim or liability or to satisfy any judgment, which he suffers, sustains or incurs:
- (a) in or from any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, omission, matter or thing whatsoever made, done, omitted to be done or permitted by him or any other Board Member in or about the execution of his or their position and,
  - (b) in or from or in relation to the affairs of SVHA; provided that such costs, charges, actions, causes of action, damages, judgments, claims, liabilities and expenses are occasioned without any fraud or bad faith on his part and SVHA shall so indemnify and save harmless each such Board Member.

#### **Article 5 -- Audit and Finance**

- 5.0 The fiscal year of SVHA commences on July 1<sup>st</sup> and ends on the succeeding June 30<sup>th</sup> unless otherwise determined by the Board.
- 5.1
- 5.2 The financial accounts of SVHA shall be audited once yearly by a qualified accountant appointed by the Board of directors. The auditor shall prepare a report which is to be submitted to the Societies Act (Alberta) as required.
- 5.3 The treasurer/secretary shall prepare a financial report to be presented to all members at the AGM.
- 5.4 For the purpose of operating the association, the Board of Directors may borrow funds at its discretion up to \$50,000. Any amount over \$50,000 must be approved by a special resolution of the membership at a Special Meeting or at the AGM.
- 5.5 Any un-budgeted expenditure over \$500 must be approved by a majority of the Board of Directors.
- 5.6 Any member in good standing can make a request to review the books of the association. The request must be made in writing and will be directed to the attention of the Treasurer. The Treasurer within fourteen (14) days will respond back with a meeting location and time and date of said meeting.



## Article 6 -- Meetings

- 6.0 SVHA will host an Annual General Meeting no later than June 30<sup>th</sup> of the current calendar year. The purpose of the AGM will be as follows.
- (a) Reviewing of the minutes of the previous AGM.
  - (b) Report on the business and on ice activities of SVHA for the completed hockey season from each Board Member.
  - (c) Treasurer/secretary reports on the current financial position of SVHA.
  - (d) Election of Board Members for the ensuing term.
  - (e) Discussion on any new business from the floor, excepting that no vote will occur on any motions brought forth unless the Board of Directors was duly notified of said motion in writing twenty one (21) days in advance of the AGM.
- 6.1 The President at his/her sole discretion may limit discussion on new business at the AGM to ensure a timely and orderly completion of the AGM.
- 6.2 The President may call a Special General Meeting at any time at his/her discretion with no less than seven (7) days notice to the association. The membership may, by a signed petition listing no less than 15% of the names of the membership may call for a Special General Meeting. Included in the submission to the Treasurer/Secretary must be clear reasons for calling such a meeting. Only items clearly listed in the submission will be discussed at the meeting.
- 6.3 The quorum for the AGM shall be twenty-five (25) members in good standing.
- 6.4 When a quorum is not available at the AGM, a quorum is to be considered those present after fifteen (15) minutes of the scheduled starting time.
- 6.5 The quorum for a membership called Special General Meeting shall be fifty (50) percent of the names listed on the petition submitted to the Board of Directors.
- 6.6 Each registered member will be granted one (1) vote per one or more participant at the AGM or Special General Meeting.



- 6.7 Motions brought forth by the Board of Directors that will be discussed and voted on at the AGM will require that notification be sent to the membership no less than twenty-one (21) days in advance of the meeting by the most expedient means possible.
- 6.8 Motions brought forth by the membership that will be discussed and voted on at the AGM must be received in writing by the Board of Directors no less than twenty-one (21) days in advance of the meeting.

**Article 7 -- Miscellaneous**

- 7.0 The By-Laws of the association shall not be rescinded or amended except by special resolution at an AGM or Special General Meeting called for that specific purpose.
- 7.1 In the event of a notice for dissolution of the association all remaining assets shall be sold and all net proceeds will be distributed to one or more charities as voted on by the Board of Directors.
- 7.2 In the event that a SVHA Board of Director has served two 2 year terms or more, the volunteer fee shall be waived for the remaining time in the association.

As voted on