

BYLAWS OF MINOR HOCKEY ASSOCIATION OF CALGARY

Name

1. The name of the Society is the Minor Hockey Association of Calgary (referred to in these bylaws as "MHAC").

Affiliation

2. MHAC will be a member of the Alberta Amateur Hockey Association and the Canadian Hockey Association.

Membership

3. The membership of MHAC will consist of:
 - (a) All community associations and other properly constituted organizations in the City of Calgary, which:
 - (i) are organized to deliver part of the hockey program of MHAC;
 - (ii) have paid their dues and any other fees and charges required by MHAC; and
 - (iii) have complied with any other conditions established for membership from time to time by the Directors.
 - (b) Properly constituted organizations and individuals located inside or outside the City of Calgary which:
 - (i) Have received the discretionary approval of the Directors to become a member of MHAC;
 - (ii) Have paid their dues and any other fees and charges required by MHAC; and
 - (iii) Have complied with any other conditions established for membership from time to time by the Directors.

Without restricting the discretion of the Directors in any way, they will have authority to admit all such members for a limited purpose, for a limited time, with or without the right to vote and upon any other conditions the Directors determine are in the best interests of MHAC. Members who are recognized by MHAC for membership under this category will have such voting rights as are established by the Directors at the time they are admitted as members.

Address of Members

4. The Directors will maintain a list of current members together with an address for notice for each member.

Each member will provide the Directors with a mailing address for notice and; if available and requested by the Directors, a telephone number, a fax number and e-mail address, if any. If fax numbers or e-mail addresses are available and provided to the Directors, they may be used for the purposes of notice required to be given to members pursuant to these bylaws. Each member will be responsible for informing the Directors of any change of mailing address, phone number, fax number or e-mail address that occurs while a member is in good standing.

Membership Fees

5. The Directors will establish the membership fees, dues and other charges to be paid by members and the time and terms for paying such fees, dues and other charges from time to time, including but not limited to, the costs of ice and deposits toward the costs for ice for any particular member.

Withdrawal

6. Members may resign or withdraw from membership by written notice to the Directors. The effective date of resignation or withdrawal will be the date on which the Directors receive the notice.

Expulsion or Suspension

7. The Directors may expel or suspend, with or without conditions, any members from membership and/or from participating in the MHAC hockey program, by resolution of the Directors, passed by a two thirds majority of the votes cast at a properly called Directors meeting, if:
 - (a) the conduct of the member is determined by the Directors, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of MHAC; or
 - (b) the member commits a breach of the bylaws or the policies, rules or regulations of MHAC that are in effect from time to time.

Liability for Fees

8. A member will remain liable for payment of any dues, fees or amounts levied or which become payable by it to MHAC prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any member who resigns or is expelled from MHAC will forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Directors, the member who has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time. A member who resigns or withdraws from membership may be eligible to a partial refund of any dues, fees or amounts paid by the member. Any such refund will be at the discretion of the Directors and will take into account any costs incurred by MHAC as a result of the resignation or withdrawal.

Annual General Meeting and Special General Meeting

9. The members of MHAC will meet at least twice every year. One meeting, referred to in these bylaws as the "Annual General Meeting", will be called between January 1st and June 30th each year for the purposes of:
- (a) electing the Directors [and the Officers] of MHAC;
 - (b) presenting the financial statements and the auditors report to the members;
 - (c) presenting the report of the Directors;
 - (d) presentation of the annual budget; and
 - (e) any other matters that properly come before the meeting.

A second meeting, referred to in these bylaws, as a Special General Meeting will be held after the commencement of the annual hockey program for MHAC each year.

Calling Meetings

10. The Chair will call the Annual General Meeting and one Special General Meeting each year, and if the Chair fails to call one or both of these meetings, then the Directors will call any such meeting not properly called by the Chair. The members may meet at any other time, if a meeting of members is called by the Chair, the Directors or by written request of any five (5) members, addressed to the Chair. A written request of the members to hold a meeting will contain the reasons for calling such a meeting. The members may consider and vote on any matters that properly come before them at any meeting of members.

Notice of Meetings

11. All Annual General Meetings and Special General Meetings will require at least twenty-one (21) days prior notice of the meeting to the members. Such notice will specify the date, time and place of the meeting and contain sufficient information for the members to make an informed decision with respect to any proposed resolutions. For the purposes of giving notice to a member, the last information on the books and records of MHAC will be the address to which notice must be sent. If notice is sent by mail, fax or e-mail, it will be considered received as of the day it was sent. If the notice is by telephone it will be considered received when the member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail.

If the Chair of the Directors call the meeting, then the notice of meeting will be prepared and sent by the Directors. If the members call the meeting, then the notice will be prepared by the members calling the meeting and sent by the Directors. The members must provide the Directors with the notice prepared by them at least ten (10) clear days prior to the last day for giving notice to the members.

Errors in Notice of Meetings

12. No error or omission in giving notice of any meeting or any adjourned meeting of members, whether annual, general or special, will invalidate such meeting or make void any proceedings or decisions made by the members at such meeting; unless such error or omission was caused by the wilful or grossly negligent conduct of the Directors, Officers or members who prepared the notice. A member may at any time waive notice of a meeting by consent or by consent or by participation in the meeting.

Decisions of Members

13. All decisions of the members will be made by resolutions passed by a majority of votes cast at a meeting of members or, if a Special Resolution is required, by a three quarters majority of the votes cast at a meeting of members. Voting will be a show of hands unless in the circumstances of the chairman of the meeting determines that it is appropriate to use secret ballots or if any of the members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.

Quorum for Member's Meetings

14. A quorum for all Annual General Meetings and Special General Meetings will be 25% of the members in good standing.

Voting Rights of Members

15. Members who recognized by MHAC for membership under subsection 3(a) will have one vote for each team they have registered with MHAC during the most recent hockey season. If there is a dispute as to the number of properly registered teams for any member, the Board will determine the number of teams that will qualify for the purpose of calculating the number of votes for any member. Members will be entitled to vote through one delegate or representative that has been authorized in writing to vote on behalf of the member they represent. Voting rights may only be exercised by a properly authorized individual who attends and votes at a duly called member's meeting. All votes cast by a particular member must be voted in the same way, either for, against or abstain. The chair of the meeting, will not be authorized by any member to vote on their behalf and will not vote unless there is a tie in which case he or she will be entitled to cast a deciding vote.

Participation in Meetings

16. Except for matters of business properly brought before the meeting by the Directors, only those persons entitled to vote at meetings of the members will be permitted to make motions, speak to motions, or second motions from the floor.

Chairman of Member's Meetings

17. The Chair will act as chairman of all meetings of the members, and in the absence of the Chair, the Vice-Chair and in the absence of both the Chair and the Vice-Chair, then any other Director may sit as chairman with the consent of the majority of the members present and entitled to vote.

Directors and Officers

18. The following will apply to the election or appointment of the Directors of MHAC:

- (a) The Board of Directors of MHAC will consist of the Past Chair, the Chair, the Vice-Chair, the Treasurer, the Executive Director, the Vice-Chair of the Presidents Council and not less than five (5) but no greater than seven (7) Directors at large.
- (b) The Chair will be elected by a majority vote for the term of two (2) years and the Vice-Chair and the Treasurer will be elected by a majority vote for a term of one (1) year. These Directors, together with the Executive Director, will be known as the Officers of MHAC.
- (c) During even numbered years, up to four (4) Directors at large will be elected by a majority vote at the Annual General Meeting for a two (2) year term. During odd numbered years, up to three (3) Directors at large will be elected by a majority vote at the Annual General Meeting for a two (2) year term. Any vacancy created by a Director at large ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve the remaining term of the Director that ceased to be a Director.
- (d) The remaining Directors may appoint a Director to fill any vacancy on the Board of Directors and any such appointed Director will serve until the next Annual General Meeting, subject to subsection 18(c) above.
- (e) The Directors will appoint a governance and nominating committee, which will be charged with the task of preparing a slate of Directors and Officers to accompany the notice of the Annual General Meeting each year. If there are more candidates seeking election than positions available, the nominating committee will not prepare a slate of Directors and Officers, but will prepare a list of those seeking election which will accompany the notice of meeting.
- (f) Any member in good standing may nominate an individual to the position of Director or Officer, subject to the provisions of subsection 18(a) above, but must deliver the nomination to the office of MHAC by midnight on the 10th day preceding the Annual General Meeting. All such nominations must be accompanied by the written consent of the nominee.
- (g) If there are no nominees other than the slate provided by the nominating committee, the slate will be declared elected at the meeting.
- (h) Directors and Officers elected or appointed pursuant to these bylaws will take office, and the prior Directors and Officers will cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.
- (i) To be nominated for the position of Chair, the individual must have been a Director or Officer for at least one term prior to the proposed election or appointment, unless there is no one willing to stand for election with those qualifications.
- (j) The members may, by resolution passed by a majority of votes cast at a Special Meeting of the members duly called for that purpose, remove any Directors before the expiry of his or her term of office and may, by a majority of votes cast at the same meeting elect any individual to serve the remainder of the term of the Director so removed.
- (k) The Board may remove a Director for failing to carry out his or her duties, including without limitation, compliance with the bylaws, rules and regulations of MHAC, or for conducted that, in the sole opinion of the Board, reflects poorly on the Board or MHAC.

A Director, who fails to attend Board meetings on two or more occasions without reasonable cause, as determined in the sole discretion of the Board, will be considered to have failed to carry out his or her duties.

- (l) For the purposes of the transition period when the first Chair is elected for a two year term, the Past President will be the Past Chair.

Director's Meeting

19. Meetings of the Directors may be held at any time upon five (5) days prior notice of the meeting. Meetings may be called by the Chair on his own initiative or at the written request of any three (3) Directors. All decisions of the Directors will be made by resolution passed by a majority of those present and voting at a meeting of the Directors.

Quorum for Director's Meetings

20. A quorum for any meeting of Directors will be a majority of Directors.

Conflict of Interest

21.

- (a) A Director will disclose to the other Directors, in writing or by requesting to have it entered in the minutes of a meeting or the resolutions of the Directors, the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with MHAC if the Director:
 - (i) is a party to the contract or transaction;
 - (ii) is a director or officer or an individual acting in a similar capacity of a party to the contract or transaction; or
 - (iii) has a direct or indirect material interest in a party to the contract or transaction.
- (b) The disclosure required by subsection (a) will be made:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in subsection (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the individual becomes so interest; or
 - (iv) if an individual who is interest in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of MHAC activities, would not require approval by the Directors, a Director will immediately after they become aware of the contract or transaction, disclose

in writing to the Board, or request to have entered in the minutes of a meeting or the written resolutions of the Board, the nature and extent of their interest.

- (d) A Director required to disclose under subsection 21(b):
 - (i) will not vote on any resolution to approve the contract or transaction unless the contract or transaction is for an indemnity or insurance to reasonably protect the Director; and
 - (ii) will not unduly attempt to influence the outcome of the vote on any resolution to approve the contract or transaction.
- (e) Even if the conditions of this Section 21 are not met, a Director, acting honestly and in good faith, is not accountable to MHAC for any profit realized from the contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason of the interest of the Director in the contract or transaction, if:
 - (i) the contract or transaction is approved by the members;
 - (ii) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (iii) the contract and transaction was reasonable, fair and in the best interests of MHAC when it was approved or confirmed.
- (f) Any Director will fully disclose any other conflict of interest and will not be eligible to vote on any resolution of the Directors that is related to such conflict of interest. For the purposes of subsection 21(f), the Chair may determine whether a conflict of interest exists, and if the matter involves a conflict for the Chair, then the matter may be determined by the Vice-Chair or a majority vote of the remaining Directors. Any decision involving an immediate family member of a Director will be deemed to be a conflict of interest.

Participation by Telephone

- 22. With the consent of a Director who is not physically present at a meeting of the Directors, such Director may participate in the meeting by telephone.

Written Resolution in Lieu of Meeting

- 23. A resolution of the Directors signed by all of the Directors in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Directors.

Authority

24. The Directors will manage the business and affairs of MHAC subject to these bylaws and any direction provided by resolution of the members with respect to changes to bylaws and regulations and consistent with the rules and policies of the Canadian Hockey Association and the Alberta Amateur Hockey Association. Without in any way limiting the authority of the Directors of their ability to delegate that authority, they will have the following:
- (a) the power to impose and enforce penalties for violation of the by-laws, rules and regulations and policies of MHAC from time to time;
 - (b) the power to remove from office, any Director or Officer for neglect of duty or for conduct that is contrary to by-laws, rules and regulations, policies and best interests of MHAC from time to time;
 - (c) the power to interpret, define and explain all provisions of the by-laws, the rules and regulations and policies of MHAC from time to time;
 - (d) the responsibility to address all disputes between or among members; and
 - (e) the responsibility to appoint all delegates to attend all meetings of Albert Amateur Hockey Association.

Delegation of Authority

25. The Directors may delegate any part of their authority to a committee, of directors, a council (including councils comprised, in whole in part, of individuals who are not directors, for which the Board has created terms of reference or a mandate for such council) or individuals (including the Executive Director) except its authority to:
- (a) borrow money;
 - (b) expel or indefinitely suspend a member; or fill a vacancy on the Board of Directors.

Examples of committees and councils which the Directors may choose, but not be obligated, to create and delegate authority to will include the Elite Council, the Female Hockey Council and the Recreational Hockey Council. The Directors must create and delegate operational authority to the President's Council and the Executive Director, with the Board of Directors retaining oversight and ultimate authority to review and approve or reject major operational decisions which affect the strategic and policy direction of MHAC. All committees and councils may be ad hoc committees or councils, or temporary committees or councils or standing committees or councils intended to operate each year within the MHAC hockey program. The Directors will establish and amend from time to time the terms of authority and operation for each committee and council created by them and may dissolve or merge any committees or councils they create.

Chairman of Director's Meetings

26. The Chair will, when present, act as chairman at all meetings of the Directors. In the absence of the Chair, the Vice-Chair will act as chairman in the place and stead of the Chair and, in the absence of both the Chair and the Vice-Chair, a chairman may be selected by a majority of those Directors present.

Secretary's Duties

27. The Board will appoint an individual to act as Secretary to:
- (a) keep accurate minutes of meetings of the members and the Directors;
 - (b) keep a record of all members of MHAC and their addresses, and if available and requested by the Directors, phone numbers, fax numbers and e-mail addresses;
 - (c) send all notices of meetings unless otherwise directed by the Chair or the Directors; and
 - (d) have such other duties as may from time to time be delegated by the Directors.

Treasurer's Duties

28. The Treasurer will:
- (a) will be responsible for seeing that proper books and records of all MHAC accounts and transactions are maintained;
 - (b) present a full detailed account of receipts and disbursements to the Directors whenever requested and will prepare for submission to the Special General Meeting, financial statements audited by a duly qualified independent accountant or accounting firm; and
 - (c) have such other duties as may from time to time be delegated by the Directors.

Corporate Seal

29. The corporate seal for MHAC will be kept by the Secretary or such other person as designated from time to time by the Directors.

Inspection of Books and Records

30. The books and records of MHAC may be inspected by any member of MHAC at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Directors will at all times have reasonable access to the books and records of MHAC maintained by the Secretary or Treasurer.

Signing Authority

31. Subject to a resolution of the Directors that may establish different signing authority, the Executive Director, Chair or the Vice-Chair and the Treasurer will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of MHAC, on behalf of MHAC, except for cheques which will require the signature of the Treasurer, or in his or her absence, the Chair or the Vice-Chair.

Fiscal Year

32. The fiscal year end of MHAC will be determined by resolution of the members from time to time.

Borrowing

33. The Directors may only borrow money as follows:
- (a) For the purpose of meeting the operating expenses of MHAC or the expenses of running the various competitions sanctioned by MHAC when in the opinion of the Directors other resources of MHAC are insufficient or cannot be made readily available for such purposes.
 - (b) For any purpose of MHAC on the recommendation of the Directors and with the approval of MHAC given by at least three-fourths vote at an Annual General Meeting or Special General Meeting.
 - (c) For the purposes of providing any honorarium, upon majority vote of the members at an Annual General Meeting.

Amendment

34. These bylaws may be amended at anytime by the Directors subject to ratification of the amendment by Special Resolution of the members no later than the next Annual General Meeting or Special General Meeting and subsequent registration of any amendment with the Registrar of Corporations. Any amendments will have full force and effect at the time it has been registered with the Registrar of Corporations.

Remuneration

35. Unless otherwise authorized by resolution at any meeting of members, no Officer (other than the Executive Director and Secretary) or Director will receive any remuneration for his or her services. With prior approval of the Directors, any Director or Officer will be reimbursed for any reasonable out-of-pocket costs incurred by him or her in carrying out their authorized duties.

Liability

36. It is understood that Directors and Officers assume their positions on the condition that the Director or Officer, his or her executors, administrators and assigns will be reimbursed for any monetary loss incurred by him or her as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors or Officers unless such loss is caused by the gross negligence or wilful act of the Director or Officer.

Rules and Regulations

37. The Directors may from time to time make and amend such rules and regulations as they consider appropriate for the governance or regulation of the activities of MHAC, its members, or any of its volunteers, including but not limited to its coaches, provided such rules and regulations are not inconsistent with these bylaws. All rules and regulations and subsequent amendments thereto will have effect from the time they are approved by the Directors but must be approved by the members at the next meeting of the members, or such amendments will cease to be in effect until

subsequently approved by the members. Members in good standing may propose amendments to be considered by the Directors, The Directors may approve the amendment or may submit the amendment directly to the members at the next meeting of the member. If a member wishes to propose an amendment, it must have made the request for such an amendment to the Directors at least thirty (30) days prior to the meeting at which the amendment is to be considered. Such amendment will take effect from the time of the approval of the members.

Winding-Up

38. If MHAC is dissolved, any funds or assets remaining after paying debts shall be are paid to a registered charitable organization. The members will select the organization by Special Resolution. In no event do any members receive any funds or assets of MHAC.