

CROWCHILD HOCKEY ASSOCIATION BYLAWS

ARTICLE I NAME OF THE SOCIETY AND BOUNDARIES

The name of the society is "Crowchild Hockey Association" and its boundaries shall be those of the Member Community Associations.

ARTICLE II HEAD OFFICE AND MAILING ADDRESS

The head office and mailing address of the Association is:

The Crowchild Twin Arena
185 Scenic Acres Drive N.W.
Calgary, Alberta
T3L 1L4

ARTICLE III DEFINITIONS

- 3.01 "Association" means the Crowchild Hockey Association.
- 3.02 "Board" means the Board of Directors of the Crowchild Hockey Association.
- 3.03 "Community Associations" means the Community Associations of Silver Springs, Varsity and Scenic Acres.
- 3.04 "Crowchild Hockey Association" means the Association formed and created by the Community Associations of Varsity, Silver Springs and Scenic Acres.
- 3.05 "Directors" means the Directors of the Board of the Crowchild Hockey Association.
- 3.06 "M.H.A.C." means Minor Hockey Association of Calgary.
- 3.07 "Nominated Volunteer" means a person nominated to fill a vacancy on the Board.
- 3.08 "Program" means the ice hockey program run by the Association.
- 3.09 "Representative" means a person authorized by a member Community to represent it at meetings.

ARTICLE IV OBJECTIVES

- 4.01 To provide a program of competitive hockey for the involvement and enjoyment of the children of the

registered resident members of the Community Associations.

- 4.02 To encourage maximum participation in the program by the registered members of the Community Associations and their children.
- 4.03 To create a spirit of competition with a fair and equal opportunity for all to participate.
- 4.04 To encourage sportsmanship, involvement and team play.
- 4.05 To develop in the participant the basic skill of the sport and pride in self, the team and the Association.
- 4.06 To foster the proper conduct of all who participate in or are involved in the program.

ARTICLE V MEMBERS

5.01 Membership in the Association will be as follows:

- 5.01.01 Varsity Community Association
- 5.01.02 Silver Springs Community Association
- 5.01.03 Scenic Acres Community Association

New members will only be allowed on the unanimous approval of the existing members. Any Member can withdraw from the Association upon serving written notice of withdrawal to the Association one year prior to such withdrawal becoming effective.

5.02 Rights of the Members shall be:

- 5.02.01 To appoint one Director each to the Board of Directors.
- 5.02.02 To attend and vote at the Annual General Meeting and at any Special General Meetings.
- 5.02.03 To call a Special General Meeting as so deemed necessary.
- 5.02.04 To inspect the books of the Association upon reasonable notice.
- 5.02.05 To appoint Auditors.
- 5.02.06 To approve the annual financial

statements.

5.03 Duties of the Members shall be:

5.03.01 To appoint one director each to the Board of Directors.

5.03.02 To supervise the affairs of the Association through their respective appointed Director.

ARTICLE VI GOVERNING STRUCTURE

The Association shall be governed by its members through a Board of Directors.

6.01 The Board shall have the vested Executive Authority to act on behalf of and in the best interest of its members. The Board shall have the responsibility to maintain operations that are responsive to the Objectives of the Association and the Board's actions shall be governed by the provisions of the Association's Bylaws.

6.02 The minimum number of directors will be eight (8) and the maximum twelve (12). Each of the Community Associations have the right to elect one (1) director with the remaining directors to be appointed by the Board. Community Association appointed Directors may be appointed on an annual basis while Board appointed Directors will be appointed for three (3) years. There must be a mandatory one (1) year retirement before being re-appointed after three (3) years of Board service in either event. The Board should attempt to maintain equal representation from the member communities plus an orderly rotation and continuing level of experience on the Board.

6.03 Every Director assuming office on the Board together with all his heirs, executors and estates, shall be indemnified out of the funds of the Association and their respective Community Associations against all costs, charges and expenses sustained by any act brought by any other person relating to his acts as a Director which are done in good faith except when his own willful neglect and default is proven in court.

6.04 The Executive of the Board of Directors shall be the President, President-Elect, Secretary and Treasurer and such other officers as may be established from time to time by the Board. Such officers will be appointed by the Board of Directors.

- 6.05 The Board of Directors shall have the authority to establish committees and terms of reference for the committees and also to form or dissolve committees. The Board may appoint any interested person as a committee member.
- 6.06 The Board of Directors may extend its authority only through amendments to the registered Bylaws of the Association, or as provided by Statute.
- 6.07 Unless authorized at any Board meeting and after notice of same shall have been given, no officer or member of the Association shall receive any remuneration for their services.

ARTICLE VII DUTIES AND RESPONSIBILITIES OF THE BOARD, DIRECTORS, OFFICERS AND COMMITTEES

- 7.01 The BOARD OF DIRECTORS is an elected body which will fulfill an executive duty by exercising their vested authority whenever required while maintaining operations within the Association's established policies and goals, but, always in the best interests of the members. Only the "consensus of majority" obtained from a quorum of the elected directors, collectively, shall be interpreted or enforced as an Executive Authority of the Board of Directors.
- 7.01.01 They shall adhere at all times to all structural, organizational committee meeting and financial procedural requirements established within the registered Bylaws by the Association's members.
- 7.01.02 They shall develop terms of reference for committees; assign or appoint chairmen and committee members to each committee; make each committee aware of their responsibilities in the Association's total decision-making process and in all policy situations; and then make all members of the Association fully aware of all committee's chairman and of each of their respective program duties.
- 7.01.03 They shall take all actions necessary to run the Association's hockey program.

- 7.01.04 They may appoint an Administrator who will assist the Board in the completion of sundry clerical duties as deemed necessary from time-to-time. This individual may be paid for their services, provided such costs are included in the annual budget.
 - 7.01.05 They shall initiate and maintain all necessary insurances, securities, programs or other appropriate annuities that provide adequate protection or coverage for the Association members, as well as all other responsibilities.
 - 7.01.06 They shall execute all financial affairs of the Association.
 - 7.01.07 As required, shall forward annually to the City Law Department, copies of the Association's Property Damage Insurance as proof of adequate protection for all the Public Assets of the Association, along with proof of Legal Liability Insurance coverage.
 - 7.01.08 As required, shall forward annually to the Registrar of Companies, the Association's Financial Audit, the names, addresses and positions of the newly elected Board, specifically identifying the officers and the Association's mailing address.
 - 7.01.09 They shall review the Internal Rules and the Association Bylaws annually with the members and make whatever recommendations may be necessary in order to keep these policies or terms of reference as criteria for the Association's current and future operations.
- 7.02 The PRESIDENT of the Association is its "Chief Executive Officer" and the primary spokesman who interprets its principles, policies and purposes. This person also interprets and enforces all "Executive Decisions" of the Board of Directors to all related individuals or groups. A president shall fulfill a coordinating, motivating and mediating responsibility with the Association's Board, Committees or any other group within the Association. He shall interpret, guide and counsel all Association individuals and groups in order that they are always prepared to make a responsible decision on any Association matter that may arise relevant to each of their respective functions.

- 7.02.01 He shall call and preside at all membership meetings, board meetings, executive committee meetings, as well as any other Association group that may request the President to preside.
 - 7.02.02 He shall be an "Ex-Officio" member on every Association committee.
 - 7.02.03 He shall be a signing authority for all contracts, leases, agreements and financial transactions made out in the name of the Association in conjunction with either the Secretary or the Treasurer.
 - 7.02.04 He shall be responsible for the orientation, education and assignment of all elected Directors to their various responsibilities on the Board.
 - 7.02.05 He shall maintain a monitoring program to ensure that the Association is always functioning legally within the provisions of the registered Bylaws, and the Internal Rules; and that the elected Board and its committees are always acting to meet the greater needs of the Program.
- 7.03 The SECRETARY of the Association is one of its officers and is primarily responsible for recording meeting activities, documenting all pertinent Association matters, all correspondence and fulfilling the Association's procedures for "Due Notice."
- 7.03.01 He shall record all Minutes from other Membership meetings, Board meetings and Executive Committee meetings.
 - 7.03.02 He shall take receipt of Minutes from other Association Committee or group meetings and document them for record.
 - 7.03.03 He shall inform the Association's members verbally and in writing through approved Minutes of all the decisions made and action taken in the name of the Association.
 - 7.03.04 He shall produce approved and accurate records of the Association's decisions, actions, procedures or whatever, upon a

demand, which states a sound reason for such a demand.

- 7.03.05 He shall fulfill all responsibilities for "Due Notice" related to each respective procedure as each various meeting circumstance may demand.
- 7.03.06 He may be a co-signing authority along with the President in all of the Association's major transactions, extraordinary matters or agreements.
- 7.03.07 He shall have care and control of the "Seal of the Association" which shall be authenticated by both the signatures of the President and the Secretary or Treasurer whenever the Seal is used.
- 7.03.08 He shall maintain a current list of the names, addresses and telephone numbers of Community Association Directors and Representatives for use and reference by the Board.

7.04 The TREASURER of the Association is one of its Officers and primarily responsible for all financial transactions, financial accounts, budgets and financial audit procedures.

- 7.04.01 He shall develop and maintain reporting systems which have every committee, group or individual turning over all their revenues and expenditures so these can all be accurately recorded in the Association's records and accounted for to the members.
- 7.04.02 He shall prepare and present financial statements for the Board and the members which contain all the Association's revenues, expenditures and cash balance situations.
- 7.04.03 He shall prepare all the Association's financial records for audit, and then be responsible for its completion and presentation to the Association's members.
- 7.04.04 He shall ensure all payments are properly authorized before payment, prepare all cheques and shall be responsible for obtaining the required signatures on said cheques.

- 7.04.05 He shall be responsible for all banking transactions, safety deposit boxes, cash assets, bonds and other assets.
- 7.04.06 He shall request annually for each committee, their projected guide of expenses and incomes for the coming year which shall be then correlated into one Association annual Budget for approval by the Board and ratification by the membership.
- 7.04.07 The annual Association Budget must be closely adhered to or taken back to the members if change is required.
- 7.04.08 He may be a co-signing authority with the President and/or the Secretary.
- 7.05 The PRESIDENT-ELECT of the Association is one of its officers whose primary responsibility is to assist the President and ultimately assume the position of President.
- 7.06 The IMMEDIATE PAST-PRESIDENT of the Association is an Honorary Member of the Board of Directors and Executive Committee, primarily for continuity. A Past-President's role is one of consultant and advisor. He does not vote.
- 7.07 COMMITTEES of the Association report to the Executive of the Board through the submission of regular reports which must give account of each committee's decisions and actions relating to past and current activities as well as for future plans. In all matters that require decisions which exceed the authority of a committee, it shall seek policy guidelines, in the form of recommendations, from the Board.
 - 7.07.01 The Board shall appoint a representative to each committee.
 - 7.07.02 Each committee representative will be appointed for a term of one (1) year with the exception of Special Committees where the term will be specified by the Board of Directors.

ARTICLE VIII REMOVAL OF DIRECTORS AND OFFICERS

Directors, Officers and Appointees of the Association may be removed from their position by the Board of Directors upon the following procedures:

- 8.01 A petition for removal,
- 8.02 Invitation to the director, officer or appointee to speak on their own behalf, and
- 8.03 An affirmative vote by a 2/3 majority vote of the Board of Directors for removal.
- 8.04 Replacement of a Representative by the Community Association which appointed the director in question.

ARTICLE IX MEETINGS

- 9.01 ANNUAL GENERAL MEETINGS shall be held before the 30th day of August in each year. Agendas for Annual General Meetings should be structured in order to allow for any and all matters to be brought up desirable to and in the best interest of the Association. At all Annual General Meetings, the Board of Directors and all member representatives shall have an Agenda which shall consist of:
 - 9.01.01 Confirmation of Quorum
 - 9.01.02 Reading of the previous Annual General Meeting Minutes by the Secretary for acceptance by the members.
 - 9.01.03 Presentation of a written and verbal report and recommendations by the Association's President.
 - 9.01.04 The presentation of an audited Financial Statement containing information on all the financial involvements in the name of the Association during the past year.
 - 9.01.05 Any specific issues/items that the Association or any member Community wishes to add to the Agenda provided, however, that the Secretary is notified, in writing, at least three (3) weeks prior to the meeting.

9.02 SPECIAL GENERAL MEETINGS of the Association are called for any matter that cannot wait for the next officially scheduled General Meeting of the Association. Special General Meetings are similar in all procedures to an Annual General Meeting and shall be called by either:

- (i) the Association's President or Secretary sending a written notice by mail to all members; or
- (ii) by a petition that requests such action which has been signed by no less than three (3) elected Directors of the Board; or
- (iii) by a request of the member communities; who state their reasons for requesting that such a Special General Meeting is necessary.

9.03 BOARD OF DIRECTOR MEETINGS of the Association shall be called by the President or Secretary no less than once every three (3) months; or, as provided within the Association's Internal Rules.

ARTICLE X DUE NOTICE

10.01 GENERAL MEETINGS shall be held no less than once in each year and Due Notice shall be sent to each Community Association no less than forty-five (45) days prior to the called meeting.

10.01.01 The Association's elected Secretary shall implement Due Notice. Due Notice shall be sent by mail to each member.

10.01.02 Due Notice shall consist of the date, time and place.

10.01.03 Due Notice shall list and agendize the order of business.

10.01.04 A supplementary agenda may be issued, but must be mailed no later than fourteen (14) days prior to the date of the meeting.

10.02 SPECIAL GENERAL MEETINGS shall be at any time that circumstances and the Board need expeditious decisions by the members and Due Notice shall be sent to each Community Association no less than five (5) days prior to the called meeting. Otherwise all procedures are similar to a General Meeting.

10.03 BOARD OF DIRECTORS MEETINGS shall be at any time that circumstances may demand, but no less than once every three (3) months. The elected Secretary shall give Due Notice to all member representatives no less than twenty-four (24) hours prior to the meetings.

ARTICLE XI QUORUMS

- 11.01 A quorum is the minimum number of the Association's Directors or Representatives who must be present at any given meeting of the Association in order that the meeting may be called to order and the Directors or Representatives may have the authority to officially vote and carry out the duly constituted business of the Association.
- 11.02 At duly noticed meetings of the Association or of the Board, where the Board of Directors deal with the Association's business (under any of the terms specified for General, Special, Extraordinary or Annual General), an Official Quorum shall be no less than five (5) of the total number of Directors at a Directors' meeting and an Official Quorum at other meetings shall be a minimum of one (1) representative from each of the three Community Associations who are members at all other meetings.

ARTICLE XII VOTING

- 12.01 GENERAL MEETINGS. Voting is afforded only to a duly appointed and/or elected Representative of the Community Associations. Each Community Association shall have one (1) vote and a motion is carried by a simple majority vote.
- 12.02 SPECIAL GENERAL MEETINGS. Voting is afforded only to a duly appointed and elected Representative of the Community Associations. Each Community Association shall have one (1) vote and a motion is carried by a simple majority vote.
- 12.03 BOARD MEETINGS. Voting is afforded only to the duly appointed and/or elected Board members.
- 12.04 Voting shall only be considered official where all of the requirements for Quorum were achieved.
- 12.05 Voting shall be indicated by the raising of a hand or secret ballot, if requested. The Secretary shall document the votes and report them as necessary.
- 12.06 Voting by Proxy shall not be accepted unless the Internal Rules make special provision; and, everyone who is eligible to vote should be aware of these provisions at the time of Due Notice for the meeting where the vote is to be taken.

- 12.07 The President of the Association who may be the Chairman of the Association meeting, or any other elected and/or appointed Chairman of the Association meeting, should not vote on any matter unless it is needed to break a tie vote. If a Chairman is required to make a tie-breaking vote, it is recommended that they vote against the matter, or attempt to solicit a Tabling or Referral Motion from the group on the matter.
- 12.08 Any dispute between Members which cannot be settled by reference to these Bylaws will be determined by Roberts Rules of Order. In the event that no solution can be found to the satisfaction of the Members, an arbitrator, whose decision shall be binding on all parties, shall be determined according to the Arbitration Act of the Province of Alberta.

ARTICLE XIII FINANCES

- 13.01 The Association's fiscal year-end shall be June 30th in each year, unless otherwise altered by the Board of Directors.
- 13.02 Each committee within the Association shall prepare annual Budgets as guidelines for all their coming year's expenses and revenues, which shall be incorporated into a total Association budget for the coming fiscal year. This budget shall be approved by the Board and ratified by the members.
- 13.03 A contingency fund of up to 10% of the annual gross revenues can be maintained and carried forward to the next year to cover unforeseen and/or emergency items.
- 13.04 A 75% affirmative vote by a Quorum at a duly noticed meeting of the Board shall be required in order to authorize any major expenditures (not already approved by the Association's annual Budget that is in excess of Five Hundred Dollars (\$500.00) for a single internal expense.
- 13.05 The Association will retain a firm of Chartered Accountants to establish and review proper accounting systems to include internal controls with provisions for expenses, capital allocations and financial planning. The Association's financial records and accounts shall be audited annually by a Chartered Accountant (firm or an individual) with a fiscal audit statement presented to the Association's members for their approval with copies going to the Registrar of Companies.

- 13.06 For purposes of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such a manner as they see fit provided approval of the members is obtained.
- 13.07 All financial records and accounts shall be available to members of the Association, upon a written request, providing an adequate time period is available in order to produce up-to-date records and accounts. The Association will have the right to establish a fee for the copies provided.
- 13.08 Cheques on the Association's bank accounts must be signed by two (2) persons who are either the Administrator or a Director, one of which shall be the Treasurer.
- 13.09 All moneys collected in the name of the Association may be accounted for to the members in each annual audit. Cash floats, petty cash, or special accounts can be provided for in the Internal Rules, but all such moneys must be accounted for, in total, in the Association's annual audit.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the Association, all assets and liabilities of the Association shall become the property of the members.

ARTICLE XV ALTERATION OF BYLAWS

- 15.01 The Bylaws of the Association will not be changed except by a Special Resolution to add, alter or rescind the Bylaws made at a meeting of Members, which receives the unanimous approval of those present at the meeting and voting.
- 15.02 These Bylaws shall remain effective so long as there are two or more members in the Association.

ARTICLE XVI INTERPRETATION

In all the Bylaws of the Association, the singular shall include the plural and the plural the singular; and the word 'person' shall include corporation and societies, and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

Scenic Acres Community
Association

Crowchild Hockey Association

_____ S.Churchman
President/SACA Rep.

_____ R.Bower
Vice President

Silver Springs Community
Association

_____ C.Marquardt
Secretary/Treasurer

_____ D.Elliott
Director/SSCA Rep.

_____ R.Thrift
Director/VCA Rep.

Varsity Community
Association

_____ D. Moir
Director

_____ D. Holman
Director

_____ A.Smith
Director

