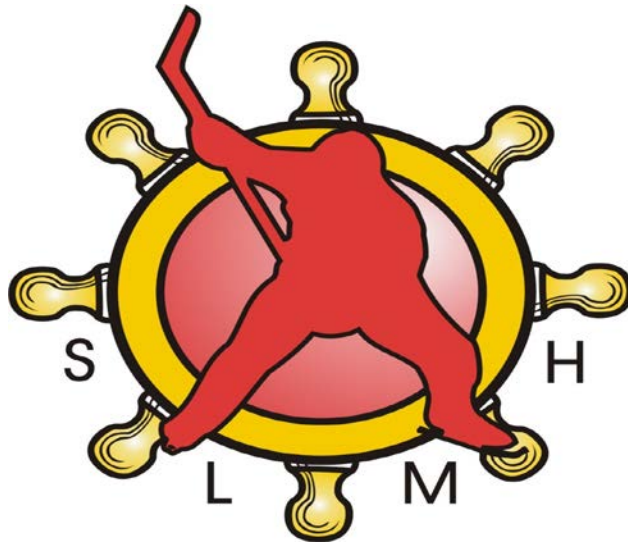


The Sylvan Lake Minor Hockey Association



ASSOCIATION BYLAWS

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THE SYLVAN LAKE MINOR HOCKEY ASSOCIATION ASSOCIATION BYLAWS

BY-LAW I – INTERPRETATION AND DEFINITIONS

- 1.1 In these By-laws and the Rules and Regulations, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, firms, corporations and all other legal entities. The captions of the Articles and Sections and the Table of Contents are included for convenience only and shall have no effect upon the construction or interpretation of these By-laws and the Rules and Regulations.
- 1.2 When constructing these By-laws and the Rules Regulations, reference shall be made to the Societies Act of Alberta (as amended or replaced with other legislation governing minor hockey associations in Alberta from time), and the by-laws, rules and regulations of the Alberta Amateur Hockey Association (A.A.H.A.) known as Hockey Alberta, and the Canadian Amateur Hockey Association, also known as Hockey Canada. Words and expressions used in these By-laws and the Rules Regulations shall, so far as the context does not otherwise require or as otherwise permitted by law to be replaced by the definitions as set forth herein, have the same meaning, as would be the case when used under the Societies Act of Alberta as aforesaid.
- 1.3 Any reference to written notification in these Bylaws and the Rules and Regulations shall, unless otherwise specifically stated herein, mean written notification delivered to the SLMHA Administration at the SLMHA Administration Office, in the manner and at the address of the SLMHA Administration Office as indicated in the Rules and Regulations from time to time.
- 1.4 The Association, as a member of Hockey Alberta and affiliated with Hockey Canada, shall conform and comply with the by-laws, rules and regulations as set forth by Hockey Alberta and Hockey Canada respectively. If there is any discrepancy between these Bylaws and the Rules and Regulations and the bylaws, rules and regulations of either Hockey Alberta and/or Hockey Canada, then such discrepancy shall be governed by reference to these Bylaws and the Rules and Regulations, except where the bylaws, rules and regulations of Hockey Alberta and/or Hockey Canada do not permit these Bylaws and the Rules and Regulations to amend or overrule their respective bylaws, rules and regulations, in which case such discrepancy shall be governed in accordance the bylaws, rules and regulations of Hockey Alberta or Hockey Canada, as applicable.
- 1.5 A potential or actual conflict of interest exists when commitments and obligations to the Association are likely to be compromised by that person's other interests or commitments. A conflict arises when a Director is or may be in a position to influence a specific Team or Hub Team by taking on a head coaching or managing position; or lead to any form of personal gain for themselves or a family member, or give improper advantage to others to the Association's, other Member's or Hub Member's detriment.

When a Director is in or believes they are in a conflict of interest position, they must declare so and remove themselves from all committees determining such matter or any discussion and voting on the item.

Situations where a conflict of interest may arise include but are not limited to:

- ⇒ Discussions regarding the Director's Immediate Family
- ⇒ Discussions regarding relatives of the Director (including without limitation in-laws or relations through marriage)
- ⇒ Discussions regarding a Team or Hub Team or coach on which one of the Director's Immediate Family is a Player or are affiliated to.

1.6 Subject to as otherwise stated herein or as otherwise specifically defined herein the following definitions shall apply to these Bylaws and the Rules and Regulations:

- a. "Acceptable Standard of Conduct" shall mean a level of personal conduct, whether as a Member or Hub Member, during SLMHA or Hub Team sanctioned events, outside of the arena or at non-sanctioned SLMHA or Hub Team events that is in keeping with the goals, values and standards of conduct expected by the SLMHA. Behaviour which is not deemed to be Acceptable Standard of Conduct shall be any behaviour which would be deemed by the Board of Directors, acting reasonably, to harm the reputation of SLMHA, the Hub Team or the Town of Sylvan Lake. This shall be deemed to include, without limitation, mutual respect, decorum and sportsmanship towards other Members and Hub Team Members, members of the Board of Directors, coaches, managers, Team and Hub Team officials, teammates, opponents, game officials, parents and spectators, as well as respect for the arenas, accommodations and other facilities used by Teams and Hub Teams. This shall also be deemed to include any violation of these Bylaws or the Rules and Regulations by a Member or Hub Member. This shall also include not only conduct while at the arena but also conduct of the Member while outside of the arena that would be deemed to harm the reputation of the SLMHA. The Board of Directors may from time to time provide more specific guidelines on the Acceptable Standard of Conduct or other codes of conduct in the Rules and Regulations.
- b. "Annual General Meeting" shall mean the annual general meeting of the Members of the Association.
- c. "Association" shall mean the Sylvan Lake Minor Hockey Association, or any association which replaces the Sylvan Lake Minor Hockey Association in a similar capacity.
- d. "Board of Directors" shall mean the Board of Directors of the Association, duly elected or appointed as per these Bylaws and the Rules and Regulations.
- e. "Bylaws" shall mean these bylaws, as amended from time to time.
- f. "Director" shall mean a member of the Board of Directors.
- g. "Discipline Committee" shall have the meaning set forth in Bylaw 18.3.
- h. "Division Director" shall mean the Director in charge of the division that the applicable Team or Hub Team plays in.
- i. "Executive" shall mean the Board of Directors and such other non-elected parties either appointed by the Board of Directors from time to time or as set forth in the Rules and Regulations.

- j. "Hub Committee" shall mean any committees, advisory boards or board of directors established or permitted by the Board of Directors with respect to any Hub Teams and/or Hub Members.
- k. "Hub Member" shall mean a member of a Hub Team, as further defined in Bylaw 3.5 herein.
- l. "Hub Team" shall mean any team formed to be a hub team by or in association with SLMHA or to which SLMHA is a participating member and which is intended to include members from SLMHA and other participating minor hockey associations. These teams shall include, without limitation, the West Central Tigers AA hockey teams and the West Central Wildcat female hockey teams, and any other additional or replacement teams or teams playing under different team names from time to time that are intended to be hub teams to which SLMHA members may become members, to the extent the same remain affiliated with or under the control of the SLMHA and/or the same do not form for their own separate associations which are autonomous from the SLMHA.
- m. "Immediate Family" shall be deemed to mean, without limitation Parents, step-parents or guardians (whether the same cohabitate together or live apart) of one player or multiple players that are siblings, step-siblings or other relatives who share the same primary residence, but shall not include relatives such as cousins, aunts or uncles that are also Members and who do not share the same primary residence.
- n. "Majority Vote" shall mean a resolution or vote passed by a simple majority of the Directors or Members entitled to cast a vote (as per these Bylaws), and where the vote or resolution takes place at a meeting of the Members or Board of Directors (as applicable), then a simple majority of those parties who are entitled to cast a vote (as per these Bylaws) and who are in attendance at the applicable meeting where the resolution is proposed or vote is taking place.
- o. "Member" shall be a member of the Association as defined in Bylaw 3 entitled "Membership".
- p. "Non-Resident" shall mean anyone who is not a Resident.
- q. "Past President" shall mean the President of the Association immediately preceding the current President of the Association, or if said individual is unable or unwilling to act as Past President, then such other past President of the Association as appointed by the Board of Directors.
- r. "Parent" shall mean any biological, step-parent or legal guardian of a Player, and shall include without limitation any person otherwise acting in the role of the parent of the Player, which for example purposes only would include a grand-parent or common law partner of a Parent.
- s. "Player" shall mean a player who is a Resident or who is otherwise registered to play hockey on a Team or Hub Team.
- t. "President" shall mean the president of the Association.
- u. "Resident" shall mean a person whose primary residence lies within the Town of Sylvan Lake, or in the geographic area which has been identified as the boundaries of Sylvan Lake Minor Hockey Association as recognized by Hockey Alberta.

- v. "Rules and Regulations" shall mean the rules and regulations of S.L.M.H.A., as amended from time to time and shall include, as applicable, any codes of conduct and handbooks implemented from time to time by S.L.M.H.A.
- w. "Signing Officers" shall have definition as set forth in Bylaw 12.
- x. "S.L.M.H.A.", "SLMHA" or "SLMH" shall mean the Sylvan Lake Minor Hockey Association or any association which replaces the Sylvan Lake Minor Hockey Association in a similar capacity.
- y. "SLMHA Administration" shall mean the administrative staff employed or retained by SLMHA from time to time, if any. This may include both paid and volunteer positions, as determined by the Board of Directors from time to time.
- z. "SLMHA Administration Office" shall mean the office of the SLMHA Administration, as determined by the Board of Directors from time to time.
- aa. "Special General Meeting" shall mean a special meeting of the Members of the Association.
- bb. "Special Resolution" shall mean a resolution or vote passed by a minimum of a 3/4 majority of the parties entitled to cast a vote (as per these Bylaws), and where the vote or resolution takes place at a meeting of the Members or Board of Directors (as applicable), then a minimum 3/4 majority of those parties who are entitled to cast a vote (as per these Bylaws) and who are in attendance at the applicable meeting where the resolution is proposed or vote is taking place.
- cc. "Team" shall mean any team that falls under the jurisdiction of the Association.
- dd. "Vice President" shall mean the Vice President of the Association.

BY-LAW II - NAME OF ASSOCIATION

- 2.1 The name of the Association will be "THE SYLVAN LAKE MINOR HOCKEY ASSOCIATION".

BY-LAW III - MEMBERSHIP

- 3.1 The Members of the Association shall be the subscribers to the application, the By-laws and the Rules and Regulations and such other persons as subsequently become Members of the Association in accordance with these By-laws.
- 3.2 A person shall become a Member of the Association if they are a Resident in good standing with the Association and:
 - 3.2.1 is a Player registered to play on a Team;
 - 3.2.2 is a Parent;
 - 3.2.3 is a member of the coaching staff or manager of a Team;
 - 3.2.4 is a Director or Past President;
 - 3.2.5 is a Non-Resident, and/or anyone else, and who have been approved as a Member by a Majority Vote of the Board of Directors, or
 - 3.2.6 is a referee

and has paid or had for him the annual SLMHA membership fee(s), as applicable.

- 3.3 The annual SLMHA membership fee(s) shall be an amount as may be determined from time to time by resolution of the Board of Directors.
- 3.4 Non-Resident:
- 3.4.1 Any Player who is a Non-Resident and who is granted permission to play on a Team in the SLMHA in accordance with these Bylaws and the Rules and Regulations, including without limitation the bylaws and regulations of Hockey Alberta, may be subject to a Non-Resident fee, which will be determined by the SLMHA Board of Directors on an annual basis. The Board of Directors shall be entitled to set out further procedures, processes and guidelines for admittance of Non-Residents in the Rules and Regulation.
- 3.4.2 Non-Residents who are permitted to be coaches, referees, managers, team officials, or Players by the Board of Directors in accordance with these Bylaws, and their Parents as applicable, shall be considered Members in accordance with these Bylaws, however they shall not be eligible to vote at any Annual General Meeting or Special General Meeting and shall not be eligible to be a Director.
- 3.4.3 At the end of the Team's season, including all exhibition games, tournaments and Team events, the Non-Resident shall no longer be a Member and shall revert to membership in their home association, subject to and in accordance with the bylaws, rules and regulations of their home association and Hockey Alberta.
- 3.4.4 Hub Members are not considered Non-Residents and are not subject to a Non-Resident Fee.
- 3.5 A Hub Member:
- 3.5.1 A person shall become a Hub Member if they are a Player, coach, manager or team official of a Hub Team or if they are the Parent of a Player who has been selected to and does play on a Hub Team and who has paid or has had paid for him the annual membership fees associated with the Hub Team.
- 3.5.2 A person who is a Hub Member can also be and remain a Member and they do not lose their status as a Member merely by also becoming a Hub Member. Hub Members do not become Members unless they meet the qualifications of a Member as set forth in these Bylaws.
- 3.5.3 At the end of a Hub Team's season, including all exhibition games, tournaments and Hub Team events, all Hub Members cease to be Hub Members and they revert back to being members of their home associations, subject to the bylaws, rules and regulation of their home association and Hockey Alberta.

BY-LAW IV - TERMINATION OF MEMBERSHIP

- 4.1 A person shall cease to be a Member or Hub Member of the Association:
- 4.1.1 Upon failure or refusal to pay or to have paid for them the annual SLMHA or Hub Team membership fee(s), or

- 4.1.2 When the primary residence of the Player who is playing on a Team has changed so that the Player is no longer a Resident (subject to the discretion of the Board of Directors in exceptional circumstances), or
 - 4.1.3 When the Member is or Hub Member is expelled from membership in accordance with these By-laws, or
 - 4.1.4 When at any time any Member or Hub Member, and the Player or Players associated with the Member or Hub Member, has withdrawn or resigned from the Association by notifying the SLMHA Administration Office (or such other person as identified by the Board of Directors in the Rules and Regulations from time to time) in writing, subject to the approval of the Board of Directors and the payment of any administration fee that may be charged by the Association or the Hub Committee from time to time.
- 4.2 Any Member or Hub Member who, in the opinion of the Discipline Committee after completion of the Stage 2 discipline process set forth in Bylaw 18, fails to maintain an Acceptable Standard of Conduct, may be asked to resign in written form after at least one previous written warning (or in exceptional circumstances, without any prior written warning). That decision will result in the loss of voting privileges, unless the Member or Hub Member wins a successful Stage 3 appeal. An administration fee may be charged.
 - 4.3 Subject to any decision to the contrary provided on appeal in accordance with these Bylaws, any Member or Hub Member that refuses to resign on written request may, at the sole and unfettered discretion of the Board of Directions, be deemed expelled from the Association.
 - 4.4 The Executive claims the rights and interests as the rental contract carrier for the arena or arenas that any Team or any Hub Team plays in to bar for a specified period of time (or indefinitely if the Bylaws or the Rules and Regulations so specify) any suspended, expelled or resigned Member or Hub Member from any or all facilities where any Team or Hub Team functions occur including without limitation any meetings, Team or Hub Team functions, games and practices.
 - 4.5 A Member or Hub Member who ceases to be a Member or Hub Member for any reason whatsoever, including without limitation a Member or Hub Member who resigns, is expelled or is suspended shall forthwith forfeit all rights and interests arising from, or in association with, membership in the Association. This means the Member or Hub Member who resigns, is suspended or is expelled cannot be a Player on a Team or Hub Team, coach or manage a Team or Hub Team, participate in any other way as a member or team official of a Team or Hub Team, hold an elected or appointed position on the Board of Directors or Executive, or vote at any Annual General Meeting or Special General Meeting; in the case of a Member or Hub Member who is suspended, the foregoing shall apply until the suspension is served or waived upon successful appeal.
 - 4.6 Once a Member or Hub Member has resigned or been expelled, reinstatement of the Member or Hub Member shall only occur upon written request to the Board of Directors, as submitted to the SLMHA Administration, and then at the sole discretion by a Special Resolution of the Board of Directors.

BY-LAW V - MEETINGS

- 5.1 The Annual General Meeting (AGM) of the Association membership shall be held in the Town of Sylvan Lake, during the period April 1 to September 30, inclusive, in each year as indicated by the Association.

- 5.2 Special General Meetings of the Members of the Association:
- 5.2.1 Shall be at the call of the President
 - 5.2.2 When required or desired the Board of Directors may call a Special General Meeting of the Members of the Association.
 - 5.2.3 At the written request from twenty Members in good standing of the Association, a Special General Meeting shall be convened.

The proceedings of such a meeting shall be confined to the matters specified in the request.

- 5.3 Notice of any Annual General Meeting or any Special General Meeting will be given in writing at least 10 days in advance of the meeting.
- 5.4 Upon instruction from the President, the SLMHA Administration shall notify the appropriate Members of the time and place of each meeting. Notification may be by phone or posting of notices on public notice boards, the SLMHA website or in local newspapers, or by other methods deemed appropriate by the Board of Directors.
- 5.5 A Quorum for the Annual General Meeting or Special General Meeting shall consist of not less than ten Members in good standing being present at the commencement of the meeting.
- 5.6 The President shall chair all meetings. In the event the President is unable to fulfill this responsibility, the Vice-President will fill in as chairperson.
- 5.7 At any Annual General Meeting or Special General Meeting of the S.L.M.H.A., the following, as appropriate, will be the order of business:
- Roll call of delegates;
 - Reading of the minutes of any previous Annual General Meeting or related Special General Meeting (as applicable);
 - Report of the President;
 - Report of the SLMHA Administration (as applicable);
 - Report of the Treasurer (as applicable);
 - Report of the Committees (as applicable);
 - Resolutions (as applicable);
 - Elections (as applicable);
 - Orders and General Business;
 - Adjournment.
- 5.8 Business will be conducted by following Roberts Rules of Order
- 5.9 The President may, when deemed necessary, invite any Member, Hub Member or non-Member to any meeting of the Association to address a particular subject on the agenda
- 5.10 Voting on any issue arising at meetings of the Members shall, unless otherwise specified herein, be decided by a Majority Vote of the eligible Members present in person. Each eligible Member in attendance is entitled to only one vote per Immediate Family and issue, regardless of the number of positions they may occupy on the Board of Directors or other committees or the number of Players that are Immediate Family members registered in the SLMHA. There shall be no proxy votes. The chairman of any meeting is not entitled to vote on an issue, unless it is to break a tie.

- 5.11 Only Members in good standing with the Association shall be entitled to vote at an Annual General Meeting or Special General Meeting. Non-Residents who are Members shall not be entitled to vote at any meeting of the Association. The Member must be at least 18 years of age in order to vote at a meeting of the Association. Hub Members are not entitled to vote at any meeting of the Association unless they are also a Member of SLMHA in accordance with the definitions in these Bylaws.

BYLAW VI - MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 Meetings of the Board of Directors:
- 6.1.1 Shall be at the call of the President
 - 6.1.2 A minimum of six (6) Board of Directors meetings per year shall be held and at least once every 2nd month. The Board of Directors may decide to meet more than once every 2nd month and may decide not to meet in a particular month.
 - 6.1.3 At the request of three members of the Board of Directors, the President shall convene a special meeting of the Board of Directors. The proceedings at such a meeting shall be confined to the matters specified in the request.
 - 6.1.4 Members and Hub Members may submit to the SLMHA Administration, in writing at least five (5) days prior to the next occurring Board of Directors meeting, items for inclusion on the agenda for the next occurring Board of Directors meeting. It will be at the discretion of the President to address any of the items requested in an upcoming Board of Directors meeting. If the President elects to include said request on the agenda for an upcoming Board of Directors meeting, then the President may include these items on the agenda for the next Board of Directors meeting or the President may defer the request for a later Board of Directors meeting. These Members or Hub Members, as applicable, may at the invitation of the President, be entitled to attend that portion of the meeting devoted to those agenda items but have no vote.
 - 6.1.5 A quorum for the transaction of business shall consist of not less than seven (7) members of the Board of Directors present at the commencement of the meeting or by telephone. Subject to a vote by email, only members of the Board of Directors, present in person or by telephone, are eligible to vote

BY-LAW VII - THE EXECUTIVE & BOARD OF DIRECTORS

- 7.1 The Board of Directors shall consist of the following 13 positions.

President	Technical & Equipment Director	PeeWee Director
Vice President	Referee Director	Bantam Director
Past President	Dynamite Director	Midget Director
Treasurer	Novice Director	Female Hockey Director
	Atom Director	

- 7.2 The Board of Directors shall be entitled to appoint non-elected parties to the Executive of the SLMHA, as the Board of Directors see fit from time to time. These non-elected

Executive members may include, without limitation, coach mentors, committee members, SLMHA Administration staff or any other advisors or consultants. Such non-elected members of the Executive may, at the discretion of the President, be entitled to attend some or all Board of Directors meetings, or only a portion thereof, and shall not be entitled to vote at any Board of Directors meetings. Any non-elected Executives shall not be included in the calculation of quorum to hold a Board of Directors meeting.

BYLAW VIII – DUTIES & POWERS OF THE BOARD OF DIRECTORS

- 8.1 Each member of the Board of Directors shall be a Resident who is a Member of the Association in good standing, or who is otherwise approved by a Majority Vote of the Board of Directors to stand for election as Director, and who is elected or appointed by a Majority Vote of the Members at an Annual General Meeting or Special General Meeting to hold office until the conclusion of his/her term. If any member of the Board of Directors:
- 8.1.1 resigns his office;
 - 8.1.2 ceases to be a Resident (except where otherwise approved by a Majority Vote of the Board of Directors);
 - 8.1.3 without reasonable excuse in the opinion of a Special Resolution of the Board of Directors absents himself from three consecutive meetings of the Board of Directors;
 - 8.1.4 in the opinion of the Board of Directors by Special Resolution shows a neglect of duty, a breach of the Acceptable Standards of Conduct or conduct tending to impair such member's ability to meet their responsibilities as a Director;
 - 8.1.5 is unable to fulfill his duties as a Director as a result of death or serious disability as determined by a Special Resolution of the Board of Directors; or
 - 8.1.6 resigns, is suspended or expelled as a Member from the Association,
- then the Board of Directors shall declare his office vacated.
- 8.2 The Board of Directors shall have the power to appoint another Member as a replacement Director for any vacant Director position or let the position remain vacant and to appoint the duties of said vacant Director internally to other members of the Board of Directors until the next Annual General Meeting. In the event that the Board of Directors elects to fill the vacant position, that appointee will hold that office until the next Annual General Meeting unless a shorter time period is deemed otherwise appropriate by the Board of Directors. The appointment must be by a Special Resolution of the Board of Directors in attendance at the meeting to appoint the vacant position before the appointment can take effect.
- 8.3 The Board of Directors shall have control of the affairs of the Association, and shall govern in accordance with the Bylaws and the Rules and Regulations and otherwise in the best interests of the Association.
- 8.4 The Board of Directors will have the power to create, impose and enforce penalties for violation of the Bylaws or Rules and Regulation as they deem fit or as otherwise

specifically set forth in the Bylaws and the Rules and Regulations. The Board of Directors shall have the authority to delegate some or all of their powers to create, impose and enforce penalties as aforesaid to any committee, including any Hub Committee, as they deem appropriate by a Special Resolution.

- 8.5 Other than the President, or as otherwise stated herein, all Directors are elected for terms of two years, with the exception of a replacement Director for a vacated position, which such Director shall be appointed by the Board of Directors in accordance with Bylaw 8.2 herein and then the position will come up for election again at the next Annual General Meeting. The Board of Director positions shall come up for election in the years indicated in the Rules and Regulations, which may result in terms of less than two years from time to time. The President shall be elected to a one-year term.
- 8.6 Unless authorized in advance by a Special Resolution of the Board of Directors, no Member of the Association shall receive any salary, bonus, stipend or paid compensation for his services, unless the same is in the ordinary course of their occupation or vocation, and then only to the same extent as any other 3rd party supplier of said services would be compensated. Any Director who shall benefit directly or indirectly as aforesaid shall be excluded from and shall be ineligible to vote on said Special Resolution.
- 8.7 The Board of Directors shall have the authority to constitute and appoint any committee as deemed necessary from time to time. These committees may include any combination of Directors, Executives, Members, Hub Members, non-Members or the general public.
- 8.8 There shall be no salary, bonus, stipend or paid compensation for Directors of the Association, but a Director may be reimbursed for out of pocket expenses incurred on behalf of the Association and as approved by the President, providing that for expenses in excess of \$500.00, the Director advises the Board of Directors in advance of the expense and the Board of Directors approves the expense by a Majority Vote prior to the expense being incurred. In exceptional circumstances where the expense needs to be incurred prior to approval of the Board of Directors as aforesaid, the President may provide approval of such expense after it has been incurred; in the case where the President incurs said expense as aforesaid, the Vice President shall be required to approve the expense.
- 8.9 The Board of Directors will supervise the collection and authorize the expenditure of funds of the S.L.M.H.A. provided always that funds coming into the S.L.M.H.A. will be allocated in accordance with the purpose so intended.
- 8.10 The Board of Directors shall develop policies and procedures from time to time for the management and operations of the Association, including without limitation the Rules and Regulations.
- 8.11 The Board of Directors will interpret, define and explain all provisions of the Bylaws and the Rules and Regulations of the Association.
- 8.12 Except as otherwise expressly set out in these Bylaws, the Board of Directors will set rules, processes and procedures for and adjudicate, where permitted, all disputes between Members or Hub Members, as they may arise from time to time. The Board

of Directors shall have the authority to delegate some or all of their powers to adjudicate disputes between Members or Hub Members as aforesaid to any committee or Hub Committee as they deem appropriate by a Majority Vote.

- 8.13 The Board of Directors will appoint all delegates to attend all meetings of the members of Hockey Alberta, and any applicable zone, hub and applicable league meetings to which the Association is a member, affiliated, governed by or otherwise has an interest in.
- 8.14 Where either the President, or in the absence of the President the Vice President, are unavailable to act as chairperson of a Board of Directors meeting, the Directors present can appoint a chairperson by a Majority Vote for the purposes of that meeting. This can only be done after fifteen minutes has passed from the “call of the meeting” or both the President and the Vice President have advised the Board of Directors in advance that they will be absent from that Board of Directors meeting.
- 8.15 If a matter is, in the sole discretion of the President, urgent or time sensitive, then the President can require that the matter be voted on by the Board of Directors by way of an email vote. Votes shall be cast by the Directors by email with a minimum of 6 Directors casting a vote. If the Directors determine by a Majority Vote that the matter should be postponed until an in person meeting of the Board of Directors can be held, then the matter shall be postponed until such time as an in person meeting of the Board of Directors takes place.

BYLAW IX – THE PRESIDENT

- 9.1 The President will have the power to suspend summarily, any Member or Hub Member, including without limitation any Player, Parent, coach, referee or on ice official, trainer, or manager of any Team or Hub Team for any breach of the Acceptable Standards of Conduct, on or off the ice, including without limitation any abusive or unacceptable language or behavior exhibited or threatened towards any official or towards their own or opposing coaches, managers, parents or players; or for any other infraction, which in the sole discretion of the President, is deemed to be a breach of the Acceptable Standards of Conduct. Any such summary suspension shall be effective until referred to the Stage 2 discipline process set forth in Bylaw 18 and dealt with by the Discipline Committee within a reasonable period of time after the implementation of the summary suspension. The Board of Directors may provide more specific procedures and guidelines for summary suspensions from time to time in the Rules and Regulations
- 9.2 The President shall also have the power to summarily prevent or suspend any Member, Hub Member or any other spectator from viewing or attending any game, meetings, Team or Hub Team functions, practices or other activity, or to enter a facility to view such games or activity falling under the auspices of the Association, including the Hub Teams, for any conduct, which in the sole discretion of the President is deemed to be a contravention of the Acceptable Standards of Conduct. Further the President shall have the power to suspend summarily the Member or Hub Member (including without limitation any Player, Parent, coach, Team or Hub Team manager, trainer or team official) or the Team or Hub Team to which the individual is

affiliated. Such suspension to be effective until the same is referred to the Stage 2 discipline process set forth in Bylaw 18 and dealt with by the Discipline Committee within a reasonable period of time, as determined by the chairman of the Discipline Committee.

- 9.3 The President may (but shall not be required to, regardless of any past practice) to delegate the authority to summarily suspend as stated herein to such Directors, Hub Team committees or Hub Committee, or any other committees as he so designates in his sole discretion from time to time. The Board of Directors may from time to time provide general procedures and guidelines for delegation of such summary suspension authority to the parties as aforesaid in its Rules and Regulation.
- 9.4 The preference will be for the President to be a person that has served as a member of the Board of Directors for a period of not less than two years, with the exception made when in the opinion of a Majority Vote of the Directors there is no present Director suitable or willing to make that commitment.
- 9.5 The President, within the jurisdiction of the Association, shall:
 - 9.5.1 Be a signing officer for the Association
 - 9.5.2 Shall be elected for a term of one year.
 - 9.5.3 Exercise the powers of the Executive, in case of emergency or where timing requires it
 - 9.5.4 Enact discipline as stated in these Bylaws and the Rules and Regulations.
 - 9.5.5 Sit on committees as an ex-officio voting member,
 - 9.5.6 Generally manage and supervise the affairs and operations of the Association.
 - 9.5.7 Sign all permits, transfers, and releases, with the President being entitled to delegate this signing authority to other Directors or to the SLMHA Administration
 - 9.5.8 Sign all resolutions of the Association and the Board of Directors, with the President being entitled to delegate signing authority of any resolutions to the Vice President, and
 - 9.5.9 Any other duties that are the responsibility of the President as set forth in these Bylaws and the Rules and Regulations from time to time.

BY-LAW X - THE VICE PRESIDENT

- 10.1 The preference will be for the Vice-President to be a person that has served as a Director for a period of not less than one year, with the exception made when in the opinion of a Majority Vote of the Board of Directors there is no present Director suitable or willing to make that commitment.
- 10.2 In the absence of the President, or in the event of his inability to act (including without limitation any conflict of interest involving the President), the Vice-President shall first have and exercise all the powers, authority and restrictions of the President.
- 10.3 The Vice President is the chairperson of the Discipline Committee, or where the Vice President is unable to act as the chairperson, then such other Director as appointed by both the Vice President and President. The Vice President shall not act as chairperson of the Discipline Committee when the Vice President has a conflict of

interest. When the Vice President has a conflict of interest, the President shall appoint another Director (which may include the President) to act on behalf of and in the place of the Vice President.

- 10.4 The Vice President shall have all other duties and responsibilities that are the responsibility of the Vice President as set forth in these Bylaws and the Rules and Regulations from time to time.

BY-LAW XI - BORROWING

- 11.1 For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such a manner as it deems appropriate, and in particular, by the issue of debentures. If the Board of Directors wishes to raise monies through a debenture, the decision must be ratified at a meeting of the Members through a vote approved by a Special Resolution of the Members of the Association in attendance and entitled to vote at said meeting. Notice of any meeting of the Members to ratify a decision to raise money through a debenture must be posted by the SLMHA Administration at least 21 days in advance of said meeting.

BY-LAW XII - BANKING

- 12.1 The Signing Officers of the Association for the purpose of drawing cheques on the account or accounts of the Association shall be any two of the President, Vice President or Treasurer.
- 12.2 Signing Officers for the purpose of drawing cheques on the "Kitchen Account" shall be both the SLMHA Administration and Treasurer (or in the absence of one of these parties, another Director so appointed by the President).
- 12.3 All Signing Officers of the Association must be able to be bonded.

BY-LAW XIII - SEAL

- 13.1 The Board of Directors may adopt a seal, which shall be the common seal of the Association.
- 13.2 The common seal of the Association shall be under the control of the Board of Directors, and the Board of Directors shall determine the responsibility for its custody and use from time to time.

BY-LAW XIV - AUDIT

- 14.1 A person or firm qualified to do so as designated by the Board of Directors shall make an audit of the financial transactions of the Association at the end of each fiscal year or such further period of time deemed advisable by the Directors from time to time, if the same is permitted by the applicable legislation governing the Association and/or the bylaws and regulations of Hockey Alberta and Hockey Canada.

BY-LAW XV – AMENDMENTS

- 15.1 No amendments to the Bylaws of the Association, whether by way of new provision, amended provisions, to rescind any of the provisions in these Bylaws or to adopt new Bylaws, shall be made except at the Annual General Meeting, or other Special General Meeting of the Members of the Association, and then only by a vote approved by a Special Resolution of the Members in attendance at said meeting. Notice of any proposed amendment(s), additions, deletions or adoption of new Bylaws must be posted by the SLMHA Administration in writing at least twenty-one (21) days prior to any such meeting where such changes or new Bylaws are being proposed. The SLMHA Administration shall cause the contents of the proposed changes or the new Bylaws, or a summary thereof, to be posted on the Association's website with the notice of the meeting at which the Board of Directors proposes to consider the changes or new Bylaws.
- 15.2 The Board of Directors is empowered to amend or alter the Rules & Regulations from time to time as required to conduct the affairs of the Association. Amendments to the Rules and Regulations can be made at any Board of Director's meeting by way of a Special Resolution of the Directors. Notice of any proposed changes, or amendments to, or the adoption of new Rules and Regulations must be provided to the Board of Directors at least five (5) days in advance of the Board of Directors meeting where such changes, amendments or new Rules and Regulations will be discussed. The Board of Directors may by Majority Vote elect to postpone voting on some or all of said proposed changes, amendments or new Rules and Regulations until a later Board of Directors meeting.

BY-LAW XVI - MINUTES OF MEETING AND OTHER BOOKS AND RECORDS

- 16.1 The minutes of the meetings of the Members of the Association and of the Board of Directors shall be taken and prepared by the SLMHA Administration. After approval of the minutes the President shall first sign them. The SLMHA Administration shall keep a record of all minutes arising out of meetings of the Members of the Association and the Board of Directors and shall have custody of all such minutes, as well as of other books, records, and documents of the Association. The SLMHA Administration shall maintain the long-term records, including the financial records, of the Association. Upon a change of SLMHA Administration, all records, including financial records, shall be transferred to the new SLMHA Administration.

BY-LAW XVII - INSPECTION OF BOOKS AND RECORDS

- 17.1 The President shall make available for inspection, the books and records of the Association to a member of the Board of Directors at any time and to all other Members of the Association in good standing, upon prior written request to the SLMHA Administration, at the next Annual General Meeting of the Association.

BY-LAW XVIII - DISCIPLINE PROCEDURE & DISPUTE RESOLUTION PROCESS

18.1 General Policy - The Sylvan Lake Minor Hockey Association expects all Members and Hub Members, including without limitation all Team and Hub Team coaches, managers, Parents, Players, team officials and referees to exhibit Acceptable Standards of Conduct, including without limitation leadership qualities that promote player respect, sportsmanship and decorum, as well as appropriate levels of respect, decorum and sportsmanship towards opponents, game officials, and spectators.

As such, expected standards of behaviour and conduct should be clearly defined by the coaches and managers of each Team and Hub Team at the commencement of each new season and maintained throughout the season, with a climate of mutual respect, decorum and sportsmanship being emphasized.

However, when a Member's or Hub Member's behaviour transgresses Acceptable Standards of Conduct, discipline may be applied to any Member or Hub Member, and may take the form of:

1. A verbal reprimand
2. A written reprimand
3. A suspension (either summary, indefinite or for a set period of time)
4. An expulsion,
5. A combination of the above

Through these Bylaws, the SLMHA shall have the authority to discipline any Member or Hub Member for violation of the Acceptable Standards of Conduct. The Board of Directors may provide policies, procedures and guidelines in these Bylaws and/or the Rules and Regulations from time to time with respect to the general application of discipline that provides guidance with respect to the disciplinary process and applicable sanctions.

Three different Discipline Stages are possible, namely:

- | | | |
|---------|---|--------------------------|
| STAGE 1 | - | The Informal Process |
| STAGE 2 | - | The Formal Process |
| STAGE 3 | - | The Final Appeal Process |

18.2 STAGE 1 - THE INFORMAL PROCESS

STANDARD SUSPENSIONS FOR PLAYERS DURING A GAME

Where the current Hockey Alberta and/or Hockey Canada rule book dictates discipline for a Player for a rule transgression during the course of a game, and game officials determine, by a write-up, that such a transgression took place, the Division Director will inform the Vice President and the Vice President, will as a matter of routine implement the suspension, as deemed appropriate.

Notwithstanding the discipline dictated by the Hockey Alberta and/or Hockey Canada current rule book, the Vice President shall have the discretion to add additional discipline for the incident as the Vice President determines is warranted, in the Vice President's sole discretion.

STANDARD SUSPENSIONS FOR MEMBERS AND HUB MEMBERS

Where the Hockey Alberta and/or Hockey Canada current rule book dictates discipline for a Member or Hub Member for a rule transgression, and game officials determine, by a write-up, that such a transgression took place, the Division Director will inform the Vice President and the Vice President will, as a matter of routine, implement the suspension, as deemed appropriate.

Notwithstanding the discipline dictated by the Hockey Alberta and/or Hockey Canada current rule book, the Vice President shall have the discretion to add additional discipline for the incident as the Vice President determines is warranted, in the Vice President's sole discretion.

NON-STANDARD SUSPENSIONS FOR PLAYERS DURING A GAME

When incidents occur involving a Player or Players during the course of a game, including prior to or after the commencement and/or completion of the game, which are not covered by the standard suspension process set forth herein, and which may warrant disciplinary action, the Team or Hub Team coach(s) shall report the incident to the Division Director as quickly as possible, and at least prior to the next game, for action.

The Division Director or Hub Director shall report the incident to the Vice President and the Division Director and/or Vice President shall meet with the coach(s) of the Team or Hub Team to investigate the incident, and the Vice President thereafter shall determine the appropriate sanction to be applied. In investigating the incident, the Vice President and/or Division Director may consult such game officials, Members or Hub Members, opposing coaches, players, parents, or any other observers that were present when the incident occurred, as they may deem necessary to gain the relevant facts of the incident.

The coach(s) of the Team or Hub Team that the Player is a member of shall implement the sanctions as directed by the Vice President against the Players(s). A file must be created and established with the Division Director until the end of the season when the file will be maintained with the SLMHA Administration.

NON-STANDARD SUSPENSIONS FOR MEMBERS AND HUB MEMBERS

When incidents occur involving a Member or Hub Member, whether involving a Player or non-Player during the course of a game or otherwise, and which may warrant disciplinary action, any Member, Hub Member or non-Member who wishes to initiate an investigation about the incident shall, **after following the flow of communication as indicated in the Rules and Regulations (if any) as amended from time to time**, file a written complaint to the SLMHA Administration within a reasonable time

after the occurrence of the incident, and preferably prior to the next game. The Board of Directors may, in their sole discretion, require a complaint to proceed through the flow of communication as indicated in the Rules and Regulations (if any) as amended from time to time before initiating an investigation. Notwithstanding the foregoing, any Director can initiate the investigation of an incident they become aware of without a written complaint from a Member, Hub Member or non-Member or without a Member or Hub Member completing the flow of communication, if they deem necessary under the circumstances by reporting the same to the Vice President.

The SLMHA Administration shall report the complaint to the Vice President, and the Division Director and/or Vice President shall meet with or contact the Member or Hub Member to investigate the incident. In investigating the incident, the Vice President and/or Division Director may consult such game officials, Members, Hub Members, non-Members, opposing coaches, players, parents, or any other observers that were present when the incident occurred, as they may deem necessary to gain the relevant facts of the incident. The Vice President thereafter shall determine the appropriate sanction to be applied, if any.

The Vice President and Division Director shall implement the sanctions as directed by the Vice President against the Member or Hub Member. A file must be created and established with the Division Director until the end of the season when the file will be maintained with the SLMHA Administration.

APPEAL OF STAGE 1 DISCIPLINE

Should a Member or Hub Member feel that Stage 1 has not satisfactorily resolved the issue, it may be appealed to Stage 2 in writing to the SLMHA Administration and upon payment of an administration fee as determined by the Board of Directors and set forth in the Rules and Regulations, from time to time. However, Stage 1 sanctions remain in effect until Stage 2 is complete.

For incidents deemed to be of a serious nature, the President and/or Vice President may elect to suspend the Member or Hub Member indefinitely and proceed directly to Stage 2.

If a Member or Hub Member wishes to appeal any discipline handed down in Stage 1, then notice of appeal of any discipline provided herein must be provided within five (5) days of notification of the original discipline being communicated to the Member or Hub Member. The appeal must be in writing to the Vice President, care of the SLMHA Administration, who acts as the chairperson of the Discipline Committee.

18.3 STAGE 2 - THE FORMAL PROCESS

The Vice President, on receiving a written appeal of Stage 1 discipline and payment of the administration fee as aforesaid; or when the President or Vice President elects to proceed directly to Stage 2; or as otherwise required by these Bylaws or the Rules and Regulations, shall convene a Discipline Committee Meeting.

The Discipline Committee shall consist of a minimum of one other Director, but not the Division Director involved in a Stage 1 decision, and another member of the

Executive approved by the President (which may include the President), and shall be no less than 3 people.

The Discipline Committee shall establish a hearing and invite such persons, as they deem necessary, to provide information to the Discipline Committee.

The Discipline Committee shall, as soon as reasonably possible, render a decision on the appeal of the Stage 1 discipline; or in other circumstances not involving an appeal of Stage 1 discipline, a decision on the discipline to be handed out against the Member or Hub Member, if any (as applicable) and communicate that decision to the Member(s) or Hub Member(s) so affected. Such communication may be verbal at the outset but shall be confirmed in writing with copies logged with the SLMHA Administration.

The Vice President shall report the outcome of the hearing to the Board of Directors at the next occurring meeting of the Board of Directors.

APPEAL OF STAGE 2 DISCIPLINE

Notwithstanding the above, should a Member or Hub Member feel that Stage 2 has not satisfactorily resolved the issue, it may be appealed to Stage 3 by writing to the SLMHA Administration, requesting an appeal of the decision of the Discipline Committee. Notice of this appeal, and upon payment of an administration fee as determined by the Board of Directors and set forth in the Rules and Regulations from time to time (which may be in addition to any other administration fee set out herein for any other appeal) must occur within five (5) days of the Stage 2 discipline decision being communicated to the Member(s) or Hub Member(s).

18.4 STAGE 3 - THE FINAL APPEAL PROCESS

The SLMHA Administration, on receiving a written request for an appeal of Stage 2 discipline and payment of the administration fee as aforesaid, shall place the item on the agenda for the next regular meeting of the Board of Directors, and inform the President, Vice President and respective Division Director of its receipt.

The Board of Directors shall provide a maximum thirty minutes of meeting time (or such greater period of time as the Board of Directors determines is necessary under the circumstances) for the Member(s) or Hub Member(s) making the appeal, or any such other interested parties the Board of Directors wishes to hear from, to state their case. After the statement has been given, the Board of Directors will discuss the case in private.

The Board of Directors shall render its decision by motion approved by a Majority Vote.

The decision of the Board of Directors shall be final and binding on all parties (including all Members and Hub Members), except for those avenues of recourse provided by Hockey Alberta and Hockey Canada.

DISCIPLINARY GUIDELINES

The Board of Directors may issue general guidelines and additional processes and procedures for discipline in its Rules and Regulations from time to time. Members and Hub Members are instructed to consult the Rules and Regulations for said guidelines, processes, and procedures prior to commencing any complaint or communicating any grievance to the Board of Directors.

18.5 COOPERATION OF MEMBERS, HUB MEMBERS, COACHES AND OFFICIALS

All Members and Hub Members shall cooperate fully with any investigation of an incident, including without limitation, making themselves available to meet with or discuss the incident with the President, Vice President, Discipline Committee or any Director, as and when reasonably requested or required. All Members and Hub Members shall act honestly and in good faith in initiating and/or cooperating with any complaint and/or investigation of a Member or Hub Member and shall not participate in any effort to falsely accuse, mislead or provide false information in relation to any complaint against or investigation of a Member or Hub Member. Failure by any Member or Hub Member to fully cooperate with any investigation, providing any false or misleading information to a Director investigating any complaint or initiating a complaint against a Member or Hub Member that is clearly false or vexatious, may be deemed to be a breach of the Accepted Standards of Conduct and result in discipline against said Member or Hub Member.

Failure by a Member or Hub Member under investigation to attend any meeting, hearing, appeal or to make themselves available for a discussion regarding an incident when reasonably requested to do so shall not prevent the President, Vice President, Discipline Committee or Board of Directors from concluding their investigation or handing out discipline to the Member or Hub Member as otherwise permitted herein.

Where any discipline is handed down by the President, Vice President, Discipline Committee or Board of Directors, as applicable, the Member, Hub Member and the coaches and team officials of the applicable Team or Hub Team shall comply with and cooperate fully with the implementation of the discipline as directed and shall not do anything to circumvent the discipline so directed. Failure to comply and cooperate with the implementation of the discipline so directed may subject the Member, Hub Member, Team, Hub Team and coaches and/or team officials of the applicable Team or Hub Team to further discipline as directed by the President, Vice President, Discipline Committee or Board of Directors, as applicable.

18.6 PRESIDENT'S RIGHT TO IMPLEMENT SUMMARY DISCIPLINE

Notwithstanding anything herein to the contrary, the President shall retain the right to issue a summary suspension in accordance with Bylaw 9 herein, subject to a Member's or Hub Member's right to appeal the summary suspension or as otherwise set forth in Bylaw 9.

BY-LAW XIX - GRIEVANCE PROCEDURES

- 19.1 A process for communication flow and resolution of any grievances by Members or Hub Members prior to escalation of dispute to the Association shall be set out in the Rules and Regulations, as amended from time to time. Members and/or Hub Members are advised to consult said communication flow and resolution process prior to advancing any dispute or grievance to the Association.

BY-LAW XX - COURT AND LEGAL ACTION

- 20.1 All decisions shall be subject to appeal to Hockey Alberta as provided for in the applicable Hockey Alberta bylaws.
- 20.2 Any appeals, applications, orders or any other legal proceedings shall be governed by the applicable sections of the Hockey Alberta bylaws.
- 20.3 To the extent the same is permitted by applicable Hockey Alberta bylaws and any applicable legislation governing the Association, the following shall apply:

All Members shall agree to proceed with any grievance or appeal in accordance with the processes and procedures set forth in the Bylaws and the Rules and Regulations. By virtue and because of their status as Members of the Association, all Members agree that any recourse to any legal proceedings involving the law courts of any jurisdiction, whether directly or through, or by aiding, any other individuals who may or may not be Members of the Association, before all right and remedies as provided for by the Bylaws and the Rules and Regulations of the Association, Hockey Alberta and Hockey Canada have been availed and utilized to their fullest extent, shall be deemed by the SLMHA to be in breach of the Acceptable Standard of Conduct, thereby enabling the President to immediately suspend and/or expel the said person or persons involved in commencing said legal proceedings.

BY-LAW XXI - FISCAL YEAR

- 21.1 The fiscal year of the SLMHA shall be as determined by the Board of Directors from time to time.

BY-LAW XXII – LIQUIDATION OR WINDING UP

- 22.1 The Association shall be wound-up voluntarily whenever a Special Resolution is passed requiring the Association to be so wound-up. In the event of liquidation, dissolution or winding up of the Association, the property of the Association be distributed as follows:
- 22.1.1 Where funds are held by the Association in trust for and on behalf of any organization, all such funds shall be returned to such organization.
- 22.1.2 For the objects and purposes stated in these By-laws; or
- 22.1.3 As otherwise directed by a Justice of the Court of Queen’s Bench of Alberta.

BY-LAW XXIII – HUB COMMITTEE

- 23.1 The Board of Directors shall have the authority to establish or permit the establishment of a single Hub Committee or multiple Hub Committees for the operation and administration of the Hub Teams and Hub Members. The Board of Directors shall further have the right and authority to delegate and/or take away any of its powers and responsibilities set forth in these Bylaws and the Rules and Regulations to a Hub Committee or Hub Committees with respect to Hub Teams and Hub Members from time to time.
- 23.2 Notwithstanding anything else herein to the contrary, the Board of Directors shall at all times retain ultimate power and authority over the Hub Teams and Hub Members, regardless of the delegation of certain powers and responsibilities to a Hub Committee.
- 23.3 Any bylaws, rules or regulations passed or implemented by a Hub Committee, whether formally or informally, shall at all times be subject to and governed by these Bylaws and the Rules and Regulations. To the extent that there is any inconsistency or conflict between the Hub Committee bylaws, rules or regulations and these Bylaws and/or the Rules and Regulations, then these Bylaws and/or the Rules and Regulations shall govern.
- 23.4 Any power or responsibility delegated by the Board of Directors to a Hub Committee from time to time may, at any time and for any reason, be taken away or overruled by the Board of Directors. The Board of Directors has the right to dissolve any Hub Committee, and/or remove any member of any Hub Committee at any time, as the Board of Directors by Majority Vote deems appropriate, and the Board of Directors retains ultimate authority over all Hub Teams and Hub Members.

ACCEPTANCE OF BYLAWS

These Bylaws having been adopted by the Board of Directors of Sylvan Lake Minor Hockey Association on the _____ day of _____, in the Year 2017, are the official recognized Bylaws for the Association and shall replace all previous bylaws of the Association. All previous bylaws of the Association are hereby repealed and of no further force or effect from this day forward.

Signature Date: _____

President

Signature

Address & Phone Number

Vice President

Signature

Address & Phone Number