

## BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

### **KEMPTVILLE AND DISTRICT MINOR HOCKEY ASSOCIATION**

BE IT ENACTED as By-law No. 1 of KEMPTVILLE AND DISTRICT MINOR HOCKEY ASSOCIATION (herein referred to as the "Association") as follows:

#### **HEAD OFFICE**

1. The head office of the Association shall be in the Town of Kemptville, in the Province of Ontario or at such place as the Board of Directors (the "Board") may from time to time determine.

#### **SEAL**

2. The Association may have a corporate seal, and in the event that the Board adopts such a seal, the impression thereof shall be stamped in the margin hereof.

#### **PLAYERS AND BOUNDARIES**

3. The Association shall have jurisdiction for hockey players in the Township of North Grenville and shall be affiliated with the Ottawa District Hockey Association (the "ODHA"), the Ottawa District Minor Hockey Association (the "ODMHA"), the Ottawa District Womens Hockey Association (the "ODWHA") and the Ontario Womens Hockey Association (the "OWHA").

#### **BOARD OF DIRECTORS**

4. The affairs of the Association shall be managed by a Board consisting of 18 individuals each of whom is a Member of the Association. Each Director shall be at least 18 years of age and not be an undischarged bankrupt or a mentally incompetent person. If a Director is an undischarged bankrupt or is mentally incompetent he or she shall cease to be a Director.

#### **ELECTION OF DIRECTORS**

5. 18 Directors shall be elected at the next Annual Meeting of Members. No Director shall serve longer than [four] consecutive terms at a time.

#### **REMOVAL OF DIRECTORS**

6. The Members may, by a resolution passed by at least two-thirds of the votes cast at an Annual or Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any elected Director before the expiration of his or her term of office. Notwithstanding the foregoing, a Director may be removed from office by the Board of Directors if such Director does not attend at least 70% of the meetings of the Directors during each year the Director is in office.

### **DIRECTOR VACANCIES**

7. A vacancy or vacancies on the Board among the elected Directors, however caused, may so long as a quorum of Directors remains in office, be filled by the Directors from among qualified Members. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancy or vacancies.

### **REMUNERATION OF DIRECTORS**

8. The Directors shall serve as such without remuneration and no Director shall directly or indirectly profit from his or her position as such. Notwithstanding the foregoing, a Director may be paid reasonable expenses incurred in the performance of his or her duties.

### **VOTING, BOARD OF DIRECTORS**

9. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director shall have one vote other than the Chairman who shall only vote to break a tie. In case of equality of votes, the motion shall be deemed to be defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be proof of the number or proportion of the votes recorded in favour or against such resolution.

### **QUORUM AND MEETINGS OF DIRECTORS**

10. Six Directors shall form a quorum for the transaction of business at all meetings of the Board. The six Directors to form a quorum must include two of the President, Vice President, Secretary and Treasurer. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be formally called by the President, the Secretary or by any three Directors. Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Director not less than two days before the meeting is to take place. The statutory declaration of the President or the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice of such meeting need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting.

### **DISCLOSURE OF CONFLICT OF INTEREST**

11. Any Director who has a proprietary interest in any motion being considered shall declare any conflict of interest and not take part in any voting and/or discussion of said motion. If said Director does not declare such conflict as aforesaid, any other Director may point out the said conflict of interest to the Board, who shall determine if said Director is or is not in a conflict of interest position and declare said Director either eligible or ineligible, as the case may be, to participate in discussions and/or voting.

Directors should avoid serving as a coach, assistant coach, manager, trainer or other official of one of the Association's teams while acting as a Director.

### **INDEMNITIES OF DIRECTORS AND OTHERS**

12. Every Director or official of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their respective heirs, executors, administrators and other personal representatives, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
  - (a) all costs, charges and expenses whatsoever which such Director, official, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Director acted honestly and in good faith with respect to such matter; and
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **INSURANCE**

13. The Board may obtain directors and officers liability insurance on the Directors and officers of the Association from time to time and in such amounts as it shall deem appropriate.

### **OFFICIALS**

14. Each official shall hold office until the next Annual Meeting, or until removed as an officer by a two-thirds vote of the Directors present at a meeting for which proper notice of the intention to remove such officer is given.

### **DUTIES OF OFFICIALS**

15. **Past President:** The Past President shall act in an advisory capacity only and shall not vote on any question before the Board.
16. **President:** The President shall:
  - (a) preside at all meetings of the Directors and Members of the Association;
  - (b) call all meetings as deemed necessary or at the request of three members of the Board;
  - (c) act as an ex-officio member on all committees of the Association;
  - (d) co-sign with the Treasurer all cheques drawn on funds of the Association;
  - (e) make emergency decisions not covered by the By-laws or the rules, policies and regulations, to be ratified at the next meeting of the Board;

- (f) be responsible for suspensions of players and officials and the notification of those involved;
- (g) ensure the recommendations of the Disciplinary Committee are implemented;
- (h) perform duties as outlined in the Complaint Resolution Process; and
- (i) be responsible for the implementation of the Special Requirements Committee and The Abuse and Harassment Program.

17. **Vice President:** The Vice President shall:

- (a) perform such duties as are assigned by the President and assume the duties of the President when the President is absent or unavailable;
- (b) in the absence of the President, co-sign with the Treasurer cheques drawn of the funds of the Association;
- (c) perform duties as outlined in the Complaint Resolution Process;
- (d) oversee the Mentor Coach and assist him/her in his/her duties where necessary;
- (e) set up meetings with coaches and convenors at the beginning of the year and thereafter as necessary;
- (f) in the case of an emergency, act as an interim coach when the assigned coach is unavailable (i.e. due to illness or suspension) or assign replacements if necessary;
- (g) be responsible at the beginning of each year to interview, with a set panel appointed by the Board, the potential Mentor Coach, and bring a recommendation to the Board at the next meeting for their approval; and
- (h) maintain the Mentor Coaches' outline and job description as approved by the Board.

18. **Secretary:** The Secretary shall:

- (a) issue notice of meetings, prepare minutes and proceedings, send copies of minutes and proceedings to members of the Board;
- (b) be custodian of all books, papers, records, correspondence and documents belonging to the Association and perform the other duties from time to time prescribed by the Board or incident to this office; and
- (c) to maintain the Association policy manual as needed and make sure it is posted periodically throughout the year.

19. **Treasurer:** The Treasurer shall:

- (a) keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or valuable effects in the name of and to the credit of the Association in the bank or banks from time to time designated by the Board;
  - (b) disburse the funds of the Association under the direction of the Board, taking proper vouchers therefor and shall render to the Board, whenever required of him or her, an account of all his or her transactions as the Treasurer and of the financial position of the Association; and
  - (c) co-operate with the auditors during any audit of accounts of the Association and perform the other duties from time to time prescribed by the Board or incident to this office.
20. **Registrar.** The Registrar shall:
- (a) be responsible for establishing, with the approval of the Board, the dates for registration of all players;
  - (b) maintain a list of all registered players;
  - (c) provide appropriate lists of players as required by the Board; and
  - (d) make sure all players and teams are registered with the appropriate leagues.
21. **Referee-In-Chief Supervisor:** The Referee-In-Chief Supervisor shall be responsible for:
- (a) evaluating all referees and help ensure their development; and
  - (b) setting up a training/review program annually for referees in conjunction with the Referee-In-Chief Scheduler.
22. **Division Convenors:** The • Division Convenors shall:
- (a) organize the teams and keep records of games and players in the house league, as well as being a member of the coaches selection committee for his/her respective level;
  - (b) arbitrate to the best of his/her ability any differences that arise and attempt to resolve same “informally”;
  - (c) forward any complaint/problem which he/she cannot informally resolve directly to the Coaches Co-ordinator for his/her attempt at an informal resolution;
  - (d) not be a coach in the same division, if possible;
  - (e) have administrative experience (Coach Level certification is an asset); and
  - (g) assess and identify what development needs there are at his/her level and report such to the Vice President.

23. **Girls Convenor:** The Girls Convenor shall:
- (a) be the contact person for Ontario Women's Hockey Association ("OWHA") and the Ottawa District Women's Hockey Association ("ODWHA");
  - (b) attend (or send a representative) to the ODWHA meetings;
  - (c) form a committee consisting of a Convenor and Manager or Coach from each girls team to discuss and make decisions about team formation and classification, player movement, information from ODWHA and OWHA and any other aspects affecting girls hockey in accordance with the Association's objectives and aims;
  - (d) arbitrate to the best of his/her ability any differences that arise and attempt to resolve same "informally" and forward any complaint/problem which he/she cannot informally resolve direct to the coaches co-ordinator for their attempt at an informal resolution;
  - (e) not be a coach in the same division, if possible; and
  - (f) assess what development needs there are at his/her level and report such to the Vice President.
24. **Ice Convenor:** The Ice Convenor shall be responsible for:
- (a) scheduling ice times for all teams in the Association;
  - (b) ensuring that all ice is distributed fairly among all teams in the Association; and
  - (c) appointing an assistant in his or her absence.
25. **Ways & Means Convenor:** The Ways & Means Convenor shall be responsible for fundraising in the Association by organizing with the help of a committee, selected by the Ways & Means Convenor, any fundraising events in the Association.
26. **Tournament Convenor:** The Tournament Convenor shall:
- (a) schedule tournaments;
  - (b) obtain the necessary sanction permits to hold the Association tournaments;
  - (c) prepare a budget for the proposed expenses and projected income from the tournament for Board approval;
  - (d) obtain at least two quotes from suppliers for tournament awards, preferably from local businesses. If there is a conflict of interest all quotes will go through the Treasurer for approval;
  - (e) contact the Referee-In-Chief Scheduler with a list of dates and levels so that referees can be scheduled;

- (f) contact the rink to book the ice for tournament days and whenever possible to schedule tournaments in Kemptville; and
  - (g) make teams aware of fundraising guidelines for tournaments.
27. **Equipment Convenor:** The Equipment Convenor shall be responsible for:
- (a) all equipment requirements for the Association;
  - (b) the distribution of all equipment to all coaches in the Association;
  - (c) order/replacing any equipment for the Association with the prior approval of the Association via at least two quotes preferably from local businesses. If there is a conflict of interest all quotes will go through the Treasurer for approval; and
  - (d) maintaining an up-to-date inventory prior to season beginning and again at the end of the season.

### **OTHER OFFICIALS**

28. The Board may appoint other officials as it wishes from nominees or others who the Board may accept as having the necessary qualifications. In addition, other officials may be elected at the Annual Meeting if the Board so determines.
- (a) **Mentor Coach:** The Mentor Coach shall:
    - (i) not be an official of any team within the Association (coach, assistant coach, manager);
    - (ii) be a non-voting member of the Board;
    - (iii) chair the Coach Selection Committee;
    - (iv) supply the Board with a list of coaches of Level I, Level II and house league as recommended by the Coach Selection Committee;
    - (v) recommend to the Board programs for the development of coaches and players within the Association and organize the implementation of such;
    - (vi) assist coaches with training aids and try and address any development needs requested by them or the Division Convenors;
    - (vii) chair monthly general coaches meetings during the hockey season;
    - (viii) in the case of an emergency, act as an interim coach when the assigned coach is unavailable (i.e. due to illness or suspension); and
    - (ix) assign an individual approved by the Board to concentrate solely on goalie development at all levels of hockey. This individual will also make himself as available as possible for the tryout evaluation process and to provide support to coaches for goalie development.

- (b) **Referee-In-Chief Scheduler:** The Referee-In-Chief Scheduler shall be responsible for:
    - (i) the assignment of referees to home games for all teams and keep a record of same;
    - (ii) setting up a training/review program annually for referees in conjunction with the Referee-In-Chief Supervisor;
    - (iii) appointing an assistant to act in absentia; and
    - (iv) issuing payment to referees according to the schedule of fees approved annually by the Board.
  
  - (c) **Bingo Scheduler.** The Bingo Scheduler shall:
    - (i) be responsible for the scheduling of the workers needed for each bingo;
    - (ii) be responsible for appointing an assistant to act in absentia;
    - (iii) attend Bingo Association meetings; and
    - (iv) give a monthly report at each Board meeting of monies paid out to volunteers and cheques issued to minor hockey.
29. The officials, when required, shall attend and report to the Board. The Board may determine by resolution from time to time to appoint other officials. Such appointed officials shall not be entitled to vote at Board meetings.
30. The Board may at any time by resolution remove any of the officials and appoint others in their place.

### **REGISTRATION**

31. Within the registration period and the rules as to eligibility determined from time to time by the Board, the Canadian Hockey Association, the ODMHA, the OWHA and the ODWHA, the Board shall admit as players all eligible persons who have been invited to play hockey in the divisions offered by the Association.

### **MEMBERSHIP**

32. Each player at the date of registration must be represented by a parent or by the player's legal guardian. A parent, or the legal guardian of each player shall be accepted by the Board for membership in the Association. If there is any dispute as to membership, after reviewing the records of the Association, the individual who signed the older player's card, shall be entitled to vote at any meeting of Members. Each family shall be entitled to one vote for each player in the family at a meeting of Members.
33. In addition to the Members described in the preceding paragraph, the membership of the Association for any given year shall also consist of the Head Coach of each Association team, each Director, officer and official and such other persons as may

- be appointed or accepted for membership by the Board including honorary members as long as each such individual is not the parent or legal guardian of a player.
34. If a Member has not paid the annual fees set by the Board and/or such levies set by the player's team, such Member may be found not to be a member in good standing by the Board and shall not be entitled to vote at a meeting of Members.
  35. A Member who becomes a Member by virtue of a transfer approved by the ODMHA or the ODWHA, as the case may be, shall cease to be a Member when the player plays his or her last game for an Association team.
  36. A Member shall cease to be a member in good standing once a player signs his/her ODMHA or ODWHA Player Release card. Members may also resign by written notice to the Association which shall be effective upon acceptance thereof by the Board, which acceptance shall not be unreasonably refused.
  37. Any Member may be required to resign by a vote of two-thirds of the Members at an Annual or Special Meeting provided that any such Member shall be granted an opportunity to be heard at such meeting. There must be due notice as to the intent of such a meeting.
  38. In case of resignation, a Member shall remain liable for payment of annual fees set by the Board and/or such levies set by the player's team which became payable by such Member during the current season.

#### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

39. The Annual Meeting shall be held at a place determined by the Board prior to May 31 of each year.
40. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors, if available, shall be presented and auditors appointed for the ensuing year. Financial statements may be made available to parents of players through team managers or any Directors at least seven days prior to the date of the meeting.
41. The Board, the President or the Vice President shall have power to call a meeting of the Members at any time.
42. The Board shall give notice of an Annual or Special Meeting at least 14 days prior to the date of the meeting and the notice of meeting shall include an agenda and outline of the business to take place at such meeting. Notice of the Meeting shall be placed in the local newspaper and posted in the Kemptville Arena on the Association's bulletin board and mailed to the auditors of the Association.
43. For the purpose of sending notice to any Member, Director, officer or official for any meeting or otherwise, the address of such Member, Director or official shall be the last address recorded on the books of the Association.
44. A quorum for the transaction of business at any meeting of Members shall consist of 20 Members present in person.

### **VOTING OF MEMBERS**

45. Each Member shall at all meetings of Members be entitled to one vote.
46. At all meetings of Members every question shall be decided by a majority of the votes cast by Members present in person. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of equality of votes at any Meeting of Members, whether upon a show of hands or at a poll, the matter shall be deemed to be defeated.
47. A Member shall not be allowed to appoint a person by means of a proxy to attend and act at the meeting as his or her nominee.

### **ADJOURNMENTS**

48. Any meeting of the Directors or of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **ERRORS IN NOTICE**

49. No error or omission in giving notice for a meeting of Directors or Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

### **SPECIAL REQUIREMENTS COMMITTEE**

50. The Board shall establish a Special Requirements Committee which will also act as a Discipline Committee for each hockey season and such committee will consist of three members one of whom will be a Director. A quorum shall consist of two Members of the committee. The Special Requirements Committee shall report to the Board their determinations. The Board may also create such other committees and programs as it wishes from time to time.

### **BOOKS AND RECORDS**

51. The Board shall at all times ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept and that all filings are made in a timely fashion.

### **EXECUTION OF DOCUMENTS**

52. Deeds, transfers, licenses, contracts and agreements on behalf of the Association shall be signed by any two of the President, the Vice President, the Treasurer and

the Secretary. The Directors may from time to time authorize an official, Director or other person to sign documents on behalf of the Association.

### **FINANCIAL YEAR**

53. Unless otherwise determined by the Board, the financial year of the Association shall terminate on the 30th day of April in each year.

### **AUDITORS**

54. The Members shall at each Annual Meeting appoint an auditor to audit the accounts of the Association for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

### **RULES, POLICIES AND REGULATIONS**

55. The Directors may prescribe such rules, policies and regulations not inconsistent with the By-laws of the Association relating to the management and operation of the Association as they deem expedient.

### **AMENDMENT OF BY-LAWS**

56. The By-laws of the Association may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of two-thirds of the Members at the next Annual Meeting of Members.
57. These By-laws shall take effect on the day of September, 2002 and any By-laws passed previously by the Directors and Members of the Association are hereby repealed.