

April 13, 2022
Version #10

NORTH BAY MINOR HOCKEY ASSOCIATION

North Bay Minor Hockey Association

By-Law No.1 / Constitution

April 13, 2022

North Bay Minor Hockey Association

By-Laws

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NORTH BAY MINOR HOCKEY ASSOCIATION
By-Law No. 1 – Constitution of the North Bay Minor Hockey Association

A By-law that relates generally to the conduct of the affairs of the North Bay Minor Hockey Association.

BE IT ENACTED as a by-law of the North Bay Minor Hockey Association as follows:

1.0 DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the North Bay Minor Hockey Association unless the context otherwise requires:

- (a) “AGM” means the required Annual General Meeting of the Association;
- (b) “Association” means North Bay Minor Hockey Association (or such name as the Association may in the future legally adopt);
- (c) “Auditor” means an external independent licensed accountant who is a member of a firm of Chartered Accountants duly authorized to provide audit services to the public;
- (d) “Board” means the Board of Directors of the Association;
- (e) “Corporation” means the North Bay Minor Hockey Association (or such name as the Association may in the future legally adopt);
- (f) “Corporations Act” means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- (g) “Director” means an individual who has been elected or appointed to the Board of Directors of the Association;
- (h) “HC” means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
- (i) “Head Office” means the head office of the Corporation which is located at 42 Gertrude Street East, North Bay, Ontario, P1A 1J8 or such other location as may in the future be legally adopted as the head office;
- (j) “Letters Patent” mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (k) “Members:” means all classes of membership in the Association as provided for in Article 4.0;

- (l) “Membership” means all classes of memberships in the Association as provided for in Article 4.0;
- (m) “Member in Good Standing” means that, within the Association, that particular Member:
 - (i) has met all of his or her financial obligations owed to the Association;
 - (ii) is not under any suspension levied or imposed by the Association, NOHA, OHF or HC;
 - (iii) has no outstanding property of the Association after being requested to return such property;
 - (iv) has submitted all required financial statements or other documentation required pertaining to Association activities (i.e. team operations, committees, etc.); and
 - (v) is not litigating against the Association without having first exhausted all other avenues of appeal.
- (n) “NOHA” means the Northern Ontario Hockey Association (or such name as it may in the future legally adopt);
- (o) “OHF” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (p) “Parent” means a parent or legal guardian of a child who is duly registered to play hockey with the Association;
- (q) “Policies” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association from time to time; and
- (r) “Volunteer” means an individual who has met the requirements of Section 5.1(e) hereof;

1.2 Unless otherwise stated herein, all terms defined herein shall have the same meaning ascribed in the Corporations Act.

2.0 REGISTERED OFFICE AND SEAL

2.1 The registered office of the Association shall be in the City of North Bay in the Province of Ontario. Until changed by special resolution of the Members, the Association shall have an office located at 42 Gertrude Street East, North Bay, Ontario, P1A 1J8.

2.2 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

3.0 MISSION OF THE ASSOCIATION

3.1 The purpose of the Association is to:

- (a) (i) organize, administer, develop and promote minor hockey for the youth of and within the city limits of the City of North Bay and otherwise within District 5 of the NOHA territories;
- (ii) set policy for all representative and house league hockey teams in U7(formerly known as Tyke), U9(formerly known as Novice), U11(formerly known as Atom), U13(formerly known as PeeWee), U15(formerly known as Bantam) and U18(formerly known as Midget) categories or any other matter category that may be created by the Association from time to time;
- (iii) instill good behaviour in all players, coaches, managers, parents and Members associated with the Association;
- (iv) to teach and encourage personal integrity, respect for others, fair play and good sportsmanship;
- (v) develop youth into good citizens of our community and to provide a wholesome outlet for youthful energy by fostering interest in their team and the game of hockey;
- (vi) to stress respect for team and game officials and authority generally;
- (vii) to operate the Association having regard to the underlying operational concepts of registration, team formation, personal development and discipline;
- (viii) to promote the sport of hockey to the full extent of facilities and financial resources; and
- (ix) to engage in activities to raise the funds necessary to meet the objectives of the Association;

(b)The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

4.0 AFFILIATIONS

4.1 The Association shall be affiliated with or shall be a member of the NOHA and by virtue of its NOHA membership, the OHF and HC.

5.0 CLASSES OF MEMBERSHIP

5.1 Membership in the Association may be granted to individuals who shall agree to abide by and comply with this By-law and all other policies, rules regulations and guidelines of Association in force and effect from time to time.

(a) **Active Membership** – includes all elected or appointed Directors; all conveners, coaches, managers and trainers appointed for the current season and all registered players who are at least eighteen (18) years of age. Members in this classification shall be entitled to one (1) vote per person and may attend Membership meetings.

(b) **Parent/Guardian Membership** – includes all parents and/or legal guardians of registered players who have paid their registration fees in full and are in good standing where the registered player is under the age of eighteen (18) years. Each parent of a registered player shall be entitled to one (1) vote per player registered with a maximum total of two (2) votes per family and may attend Members' meetings and, by invitation, meetings of the Board and Committees of the Association.

(c) **Honourary Lifetime Membership** – includes a membership granted to an individual who has rendered extraordinary and distinguished service to the Association and has been expressly named by a duly passed resolution of the Board. Membership shall be limited to up to five (5) individuals who have rendered extraordinary and distinguished service to the Association. In addition, Honourary Lifetime Membership shall include all Past Presidents. Individuals may be nominated to be Honourary Lifetime Members by any Member of the Association, and the granting of Honourary Lifetime Membership must be confirmed in a special resolution by a two-thirds (2/3rds) majority vote of the Members. These Members shall have no vote but may attend Members meetings and, by invitation, meetings of the Board and of Committees of the Association.

(d) **Lifetime Members** – includes all individuals and his or her spouse, who, prior to the year 2011, were granted Lifetime membership by virtue of his or her extraordinary and distinguished service to the Association and have been expressly named by a duly passed unanimous resolution of the Board. A Lifetime Member and his or her spouse shall each be entitled to one (1) vote and may attend Members' meetings and, by invitation, meetings of the Board and Committees of the Association. Notwithstanding the foregoing, the spouses of any Lifetime Members granted such status from an after May 29th, 2011 shall not be entitled to a vote.

(e) **Volunteer Membership** – includes such individuals who do not otherwise qualify as a Member, who are at least eighteen (18) years of age, and who have met the minimum requirement of ten (10) volunteer hours to the Association in any one year. Members of this class of membership shall be allowed one (1) vote per person and may attend membership meetings.

(f) **One Person – One Class of Membership** – although it is possible for a Member to be qualified for more than one (1) class of Membership in the Association, no person may hold Membership in more than one (1) class of membership. It is, therefore, mandatory that each Member shall declare

himself/herself prior to the start of any meeting of the Membership and advise the chairperson of the Membership class he/she wishes to be a part of. Once the meeting is called to order, the Member must remain in that class of Membership and may not change to another category or class of Membership for the duration of the meeting.

5.2 Membership List

(a) The Secretary of the Board shall prepare and maintain a list of all current Active Members, Parent/Guardian Members, Honourary Lifetime Members, Lifetime Members and Volunteer Members. This list shall be kept at the Head Office of the Association and updated as necessary and made available to Members upon request as contemplated in the Corporations Act. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Membership.

5.3 (a) Unless otherwise determined by these By-Laws, every Membership, other than Honourary Lifetime Memberships and Lifetime Memberships, shall commence immediately following the Annual General Meeting and shall terminate immediately following the next Annual General Meeting.

5.2 Termination of Membership

(a) Membership in the Association shall not be transferable and shall terminate upon Member's resignation, failure to qualify for membership, or death.

(b) Members may resign from the Association by submitting a letter of resignation to the Secretary of the Association who will in turn notify the Board. The resignation shall take effect on the later of the date the resignation was delivered or a later date as may be specified in the letter of resignation.

(c) Any Member whose conduct is considered by the Board to be contrary to the Association's code of conduct and/or the purposes of the Association shall be asked by the Board to explain or justify his or her actions. If this member is unwilling or unable to do so within ten (10) days, he or she shall be asked by the Board to resign from the Association. If the Member does not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the necessary steps for the correction of conduct and/or the expulsion of the Member. A copy of this motion shall be communicated to the Member concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such motion shall require a two-thirds (2/3) majority of all current eligible Board Members in attendance at the meeting in a ballot conducted at that meeting. The Member concerned shall be invited to attend the meeting and to explain his or her position before the vote is taken.

6.0 MEETINGS OF MEMBERS

6.1 (a) Annual General Meeting -- the Annual General Meeting shall be held annually on or before May 31st at a time, place and exact date determined by the Board for the purpose of doing business as set out in the agenda of such Annual General Meeting. The date shall be set by resolution of the Board on or before March 31st in each year.

(b) Notice -- The notice of the Annual General Meeting shall be given not less than thirty (30) days before the day on which the meeting is to be held. The notice of the Annual General Meeting shall be electronically communicated to all Members at the last known address recorded for such Members as contained in the records of the Association. The Notice of the Annual General Meeting shall also be advertised as follows:

- i) at or near the entrances to all of the North Bay arenas for at least fifteen (15) days before the Annual General Meeting;
- ii) in the North Bay Nugget for not less than one (1) day in the North Bay Nugget not less than fifteen (15) days before the Annual General Meeting; and
- iii) on the “home page” on the Association’s Web Site at least thirty (30) days prior to the date of the meeting.

(c) At any Annual General Meeting, the following business shall be dealt with:

- (i) Call to Order and Approval of the Agenda;
- (ii) Approval of the minutes of the previous meeting of the Membership;
- (iii) Receiving reports of the activities of the Association during the preceding year;
- (iv) Receiving information regarding the planned activities of the Association for the current year;
- (v) Receiving and approving the report of the Auditor of the Association for the fiscal year then ended, as well as a projected budget for the current year;
- (vi) Appointment of the Auditor for the ensuing year;
- (vii) Consideration of any proposed amendments to the Letters Patent or By-Laws of the Association;
- (viii) Transaction of any other business, including speaking privileges, that relate to the business of the Annual General Meeting referred to above, and notice and particulars of which are received by the Secretary in writing before the close of business not less than seven (7) days before the Annual General Meeting; and
- (ix) The election of the new Board of Directors.

- 6.2** (a) Special General Meeting -- In addition to the Annual General Meeting described above in Article 6.1(a), a Special General Meeting of the membership may be called at any time by resolution of the Board or upon the written petition of not less than ten percent (10%) of the voting Members addressed to the President and setting out the nature of the business to be dealt with at the Special General Meeting is sufficient detail to permit any Member to form a reasoned judgment thereon.
- (b) Notice -- The notice required for a Special General Meeting shall be given not less than thirty (30) days before the day on which the meeting is to be held. The notice of the Special General Meeting shall be electronically communicated to all Members at the last known address recorded for such Members in the records of the Association. Furthermore, the Notice of the Special General Meeting shall also be advertised for not less than one (1) day in the North Bay Nugget not less than fifteen (15) days before the Annual General Meeting. Finally, the Notice shall also be posted on the Association's Web Site at least thirty (30) days prior to the date of the meeting.
- 6.3** Error or Omission in Notice -- No inadvertent error or omission in giving notice of any Annual General Meeting or Special General Meeting or any adjourned General Meeting, whether Annual or Special, shall invalidate such a meeting or make void any proceedings taken during such meeting, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions or proceedings taken at such meeting.
- 6.4** Quorum for Meetings -- A quorum for an Annual General Meeting or a Special General Meeting shall be twenty (20) Members present and eligible to vote. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum or to establish the date and time to which to adjourn the meeting or to take a recess.
- 6.5** The President, or in his/her absence, a Vice-President shall be Chairperson of any meeting of Members. If no such Director is present, the Directors present shall choose one (1) person from their number to be Chairperson. If the Secretary is absent, the Chairperson shall appoint someone from their number to act as Secretary of the meeting.
- 6.6** At any Meeting of Members, the respective voting rights of Members are those as set out in Section 5.
- 6.7** There shall be no proxies at any Meeting of Members.
- 6.8** The Order of business at any Meeting of Members shall be at the discretion of the Chairperson of the meeting. Subject to the aforesaid, the Order of business shall otherwise be as follows:

- Call to Order
- Reading of notice call the meeting
- Reading and approval of the previous Meeting of Members
- Directors Reports
- Financial Report
- Approval of the Auditor's Report
- Fixing the Auditor's remuneration for the next fiscal year
- Motions
- Correspondence
- Election of the new Board (elected positions only) – AGM only
- Other / New Business
- Adjournment

6.9 A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by By-laws of the Association, shall decide every question proposed for consideration at Meetings of Members. The Chairperson presiding at the meeting shall have one (1) vote only in the event of a tie vote. Every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chairperson or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a majority shall be sufficient. The result of the vote shall be entered into the minutes of the meeting.

6.10 Any meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjourned meeting other than to those members present in person at the adjourned meeting.

7.0 BOARD OF DIRECTORS

7.1 A Member of the Board:

- (a) shall be eighteen (18) or more years of age;
- (b) shall not be an undischarged bankrupt or of unsound mind;
- (c) shall remain a Member of the Association in Good Standing at the time his or her nomination and election or appointment;
- (d) shall remain a Member of the Association throughout his/her term of office;
- (e) shall not be or have been employed by the Association during the previous two (2) fiscal years and shall not have received remuneration in excess of \$10,000.00 annually;
- (f) shall not have been an employee or partner of the current or former Auditor of the Association in the previous two (2) fiscal years; and
- (g) shall be a resident of Canada.

7.2 Nominations

Elections for Board of Directors positions shall take place at the Annual General Meeting of the Membership.

7.3 Number of Directors

The affairs of the Association shall be managed by a Board of Directors composed of fifteen (15) Members duly elected to the position by the voting Members of the Association. One (1) Director shall be the Immediate Past President of the Association and shall hold such position on the Board of Directors *ex officio*. The remaining fourteen (14) Directors shall be elected and retired in rotation as follows:

- (a) elections for the President, Second Vice-President, Secretary and four (4) Directors at Large shall take place in even numbered years and each shall hold office for a two (2) year term starting on June 1st of that year; and
- (b) elections for the First Vice-President, Treasurer, Registrar and four (4) Directors at Large shall take place in odd numbered years and each shall hold office for a two (2) year term starting on June 1st of that year.

7.4 Change in the Number of Directors

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with the provisions of the Corporations Act and the Letters Patent and By-Laws of the Association.

7.5 Board Composition

The Board shall consist of and be composed of the following positions:

- (a) Immediate Past President – immediate – *ex officio*
- (b) President - elected – two (2) year term;
- (c) First Vice-President – elected – two (2) year term;
- (d) Second Vice-President – elected – two (2) year term;
- (e) Treasurer – elected – two (2) year term;
- (f) Secretary – elected – two (2) year term;
- (g) Registrar – elected – two (2) year term; and
- (h) Eight (8) Directors at Large – two (2) year term;

7.5 Interim Period Transitioning to New Constitution

In order to implement the changes in terms of office and incorporating the Officers positions into Directorship positions, all existing Directors and Officers of the Association at the time of this By-law's enactment by the Membership shall serve their respective terms in their entirety before the position becomes vacant and available for election.

7.6 Election Procedures

The election of Directors shall take place at the Annual General Meeting of the membership. No election or appointment of a Board Member is effective without his or her consent given in writing prior to the election or appointment. Nomination forms for the Board shall be available each year from the Secretary of the Association by March 15th. A nomination form must be completed by each nominee and by one (1) other nominator who is a Member in Good Standing of the Association. Such completed nomination form must be delivered to the Secretary of the Association prior to May 15th in each year.

The Chairperson of the Nominations Committee shall post on the Association's Web Site a listing of all individuals who have been properly nominated for election to the Board, together with the positions for which they have been nominated on or before May 15th in each year. Furthermore, the Chairperson of the Nominations Committee shall present the same to the Membership at the Annual General Meeting. Such listing shall identify which position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting. Any person who is nominated for one position and who is not elected in that position may be nominated from the floor for a lower position when nominations are open for any other lower post for which he or she is qualified to run for on the Executive for which elections have not yet been held.

To be eligible for the position of President, a Director must have sat on the Board for the prior two (2) years as a voting director.

To be eligible for the position of Vice-President, a Director must have sat on the Board for the last two (2) years as a voting Director.

The Nominating Committee shall strive to nominate a person who has business experience and skills in accounting procedures for the position of Treasurer.

The appointed directors will be approved by the new Board at the first meeting following the Annual General Meeting.

7.7 Vacancies

Vacancies on the Board may be filled for the remainder of the current year by appointment at a Board Meeting provided the remaining Directors constitute a quorum.

7.8 Removal of a Director by the Membership

Provided that notice specifying the intention to pass such a resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least two thirds (2/3rds) of the votes cast at a General Meeting of Members, may remove any Director before the expiration of his or her term of office, and by a majority of the votes cast at that meeting, may elect any person in his or her stead for the remainder of his or her term.

7.9 Absenteeism

Unless otherwise determined by the Board, where there is insufficient reason or explanation, the absence of a Director from four (4) consecutive Board Meetings or the absence of a Director from five (5) out of eight (8) consecutive Board Meetings without just cause shall be deemed to be a resignation of the said Director from the Board.

7.10 Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association. The resignation shall be deemed to be effective on the date it was received or as of any future date contemplated in the letter of resignation.

7.11 Resignations / Removal by Default

A Director shall be deemed to be removed or have resigned automatically upon the occurrence of any of the following events:

- (a) the Director filing for bankruptcy;
- (b) the Director becoming of unsound mind, as so found by a court of competent jurisdiction;
- (c) the Director being convicted of a serious indictable criminal offense;
- (d) the Director losing his or her "resident Canadian" status within the meaning of the Income Tax Act (Canada); or
- (e) upon the death of the Director.

8 BOARD RESPONSIBILITIES

8.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, By-laws and Policies of the Association and all applicable laws and regulations in effect at the time which regulate or purport to regulate the Association. The Board of Directors shall be authorized to make or cause to be made, in the name of the Association, any kind of contract which the Association may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent, its By-laws or the Corporations Act so permits it to exercise and do.

8.2 Regular Meetings

Regular Board Meetings shall be held on a monthly basis at the call of the President. Notice shall be given by the Secretary to each Director at least five (5) days prior to the date of the meeting. Such notice shall include a tentative agenda and have sufficient detail to enable the Directors to form reasoned opinions of the contemplated topics of discussions. The meetings of the Board shall be held at a place determined by the President or Secretary. Non-Board Members may request from the President the right to attend a regular Board meeting for the purpose of making submissions upon not less than five (5) days prior written notice.

8.3 Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three (3) Directors. Notice of Special Board Meetings must clearly specify clearly the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting is that which is referred to in the notice.

8.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and 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 thereat.

8.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

8.6 Chairperson

The President or in his/her absence, a Vice-President, shall be Chairperson of any meeting of the Directors.

8.7 Quorum

A quorum for a Board Meeting shall be a majority of Board members. No business of the Board shall be transacted in the absence of a quorum.

8.8 Voting Procedures

At all Board Meetings, every question shall be decided by a simple majority. Every question shall be decided on by a show of hands, unless a secret ballot is requested by a Director present at the meeting. The Chairperson shall declare that the motion has been carried or not carried and an entry to that effect shall be recorded in the Minutes. Each Director, present at the meeting, excluding the Chairperson, shall be entitled to one (1) vote. The Chairperson shall have the deciding vote in the event of a tie vote. A Director who is absent from a meeting may not appoint a proxy to represent him/her for any reason whatsoever. Notwithstanding the foregoing, a meeting of the Board of Directors may be held by teleconference or such other form of communications system that allows the Directors to participate concurrently if the Directors of the Corporation consent to the means used for holding the meeting.

8.9 Conflict of Interest

- a) Every Director who directly or indirectly has a personal or a financial interest in a proposed or existing contract or transaction or other matter relating to the Association shall make full and fair declaration of the nature and extent of the interest at a Board Meeting prior to the expense being incurred or at the next regularly scheduled Board Meeting.
- b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration, or if the Director is not in attendance, at the next Board Meeting that he or she attends. If the Board has begun consideration of a contract, transaction or matter prior to the election or appointment of a Director who has a conflict of interest, the Director shall declare his or her conflict at the first Board Meeting he or she attends after his or her election or appointment.
- c) After making such a declaration, no Director in a conflict of interest shall vote on such a contract or transaction or other matter nor shall he or she be counted in the quorum with respect to such a contract or transaction or other matter. The Director shall not participate in discussion and shall absent himself or

herself from the meeting when any item that the presiding Chairperson considers a conflict is being discussed by the Board or any of its Committees.

- d) The Director shall not solicit information on any such contract or transaction or any other matter.
- e) The Director shall not be provided with any information on any such contract, transaction or other matter by the Board, any of its Committees or its employees.
- f) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the Director is not accountable to the Association for any profit or other gain realized from the contract, transaction or other matter.
- g) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Article, the Director shall be accountable to the Association and shall reimburse it for all profits realized, directly or indirectly, from such a contract or transaction or other matter and shall submit his or her resignation to the Board immediately thereafter.
- h) Any person seeking election or appointment as a Director shall declare any conflict of interest in advance of seeking election to such office. All candidates should read the policy on conflict of interest guidelines which are contained in this Article prior to his or her election or appointment.

8.10 Remuneration

Directors shall serve without remuneration and no Director shall, either directly or indirectly, receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association. Notwithstanding the aforementioned, the Board of Directors may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association. Any reimbursement or honourarium to a Director of the Association for goods and services rendered shall require the approval from the Board of Directors prior to the expense being incurred or at the next regularly scheduled Board meeting.

8.11 Indemnification of Directors

Every Director of the Association, and his or her heirs, executors, administrators, estate and effects and assigns respectively shall, from time to time, be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding that is brought,

commenced or prosecuted against him or her and with respect to any act, deed matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges and expenses as are occasioned by his or her own willful neglect or default provided that no Director of the Association shall be indemnified by the Association with respect to any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute or law unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- c) The Association shall purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine and may include, without limitation, such additional insurance as the Executive sees fit to accomplish the objectives contained in this Section 8.11.

8.12 Confidentiality

- a) Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration *in camera*;
- b) Should a breach of confidentiality be suspected, the President must be notified immediately. The President shall investigate the allegation and make a report to the Board at the next regularly scheduled Board meeting or at a specially called meeting as determined by the President. If the President is accused, the First Vice-President shall conduct the investigation and shall serve as Chairperson of the Board meeting until the issue is resolved. The Board shall determine if corrective action or sanction is required, including resignation of the offender of this rule.
- c) Failure to report a breach may result in removal from the Board by the offender of this rule.
- d) Every Director shall sign a confidentiality agreement annually.

8.13 Powers & Duties

Without limitation on the powers of the Board to manage the affairs of the Association, the Board shall:

- a) Assume the responsibility for organizing representative and house league hockey operations and administration thereof for the Association, according to regulations and policies of the OHF, the NOHA and other affiliated

associations or regulatory bodies.

- b) Supervise the Executive Committee and from time to time review its actions and decisions.
- c) Control the affairs and conduct business of the Association and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures.
- d) Engage the persons or entities whom it deems necessary to carry out the Association's business; determine their remuneration if applicable as well as their conditions of service with power to terminate such service.
- e) Receive, consider, act upon and refer to the Discipline Committee all matters of discipline including, but not limited to, material disagreements, grievances, protests, suspensions and unbecoming conduct of its Members wherever dictated by the Manual of Operations of the OHF or the NOHA or to matters pertaining to this By-law, guidelines or policies of the Association.
- f) Be empowered to establish such Standing Committees and *ad hoc* Committees as deemed necessary from time to time; to appoint the Chairperson of such Committees; to alter the compositions of Committees appointed by it; and to terminate appointments of Committee Members or to dissolve such Committees.
- g) Receive reports from and give direction to the Committees of the Association.
- h) Uphold the By-laws, policies, rules and regulations of the Association and establish, amend or alter such policies rules and regulations as they evolve, to enable the Association to comply with the aims and objectives described in the By-laws.
- i) Review at least once annually this By-law and the Manual of Operations of the Association (if in existence) and recommend any changes.
- j) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements, on an on-going basis and administer and control monies, funds, donations and investments of the Association.
- k) Subject to governing law, purchase and maintain such insurance as determined by the Board, HC, the OHF, and the NOHA.

9 RESPONSIBILITES OF DIRECTORS

9.1 President

The President shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) preside at all meetings of the Membership, Board, Executive Committee and will cast a vote only in the event of a tie;
- c) sit on all sub committees as an *ex officio* non-voting member (unless authorized by the Executive to sit on a particular committee with a vote) and shall, where no Chairperson is mandated by virtue of this By-Law, appoint Chairpersons of any Committees of the Association;
- d) call meetings as deemed necessary;
- e) exercise general supervision of the Association in accordance with the Policies determined by the Board of Directors from time to time;
- f) assume direction or suspend any official of the Association where deemed necessary by the Executive Committee;
- g) if required, in any emergency situation, shall make immediate decisions with or without the input of the Executive Committee, but such decisions shall be subject to ratification by the Executive Committee at the next scheduled meeting;
- h) represent the Association or appoint such other delegate to represent the Association at all NOHA or related functions or organizations;
- i) delegate in whole or in part the responsibilities on any vacant Board position to any other current Director;
- j) exercise general supervision of the Association in accordance with Policies and By-laws as determined by the Board;
- k) be one of the signing officers of the Association together with the Secretary and the First Vice-President;
- l) sign, if deemed appropriate, player registration releases and any other documents required; and
- m) appoint a person (which such person may include the President or an internal staff member of the Association) to act as the Ice Scheduler or the supervisor for the Ice Scheduler; and
- n) chair the Discipline Committee.

9.2 Immediate Past President

The Immediate Past President shall:

- a) call the first meeting of the Board of Directors of the new year;
- b) act in advisory capacity to the Board of Directors;
- c) be eligible to sit on all Committees;
- d) be a voting member;

- e) carry out duties as assigned by the Board, the Executive Committee or the President; and
- f) may, at his or her option, elect to transfer some or all of his or her powers back to the Executive Committee for re-distribution to other members of the Executive Committee.

9.3 First Vice- President

The First Vice-President shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) assume the duties of the President in the absence for any reason of the President;
- c) sit on the Executive Committee;
- d) sit on the Finance Committee;
- e) chair the Coaching Selection Committee in the absence of the Executive Committee not appointing a Head Coach to perform such task;
- f) chair the Sponsorship and Fundraising Committee;
- g) monitor adherence by the Board to all existing policies and inform the Board with respect to any inconsistencies between existing policy and proposed policy;
- h) be available to assist any Director requiring assistance in the fulfillment of his or her functions;
- i) ensure that each convener receives a copy of the Referee's Rule Book and the NOHA Manual of Operations;
- j) administer a coaching evaluation at the end of the regular season via coaching evaluation forms filled out by parents, players and coaching staff members;
- k) ensure that all coaches receive a copy of the Coaches' Manual prior to try-outs;
- l) approve all ice schedules prior to distribution to the teams;
- m) oversee a player development program;
- n) be a voting member;
- o) carry out duties as assigned by the Board, the Executive Committee or the President.

9.4 Second Vice-President

The Second Vice-President shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) assume the duties of the President in the absence for any reason of the President and the First Vice-President;
- c) sit on the Executive Committee;

- d) chair the Policy Committee in the absence of the Executive Committee not appointing another person to perform such task;
- e) approve all team fundraising activities;
- f) monitor each team's financial statements and, if deemed necessary by the Board, to audit any team's records;
- g) deny playing privileges to any player unless registration fees are paid in full within the prescribed time;
- h) be a voting member; and
- i) carry out duties as assigned by the Board, the Executive Committee or the President.

9.5 Secretary

The Secretary shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) be a signing officer of the Association together with the President;
- c) sit on the Executive Committee;
- d) chair the Nominations Committee in the absence of the Executive Committee not appointing another person to perform such task;
- e) attend and record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that the Association's records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent, By-laws and the policies and procedures established by the Board or by the Membership;
- f) ensure the proper custody of the association's corporate seal, corporate minutes and resolutions and other corporate records, documents and shall ensure all requisite documents have been filed with any governmental agency, the NOHA or the OHF;
- g) give notice of all Board meetings, draft an agenda and forward same to all Directors within the prescribed times;
- h) keep an attendance record of all Board Meetings;
- i) respond to correspondence pertaining to the operation of the Association;
- j) maintain an up-to-date mailing and telephone list of all Directors and Members of the Association;
- k) mail or email notice of Annual General Meeting to all current members and take out or purchase advertising in the North Bay Nugget of such Annual General Meeting and as otherwise may be required by law;
- l) conduct registration of all voting Members at a General or Special Meeting of the Members and will ascertain that voting qualifications are validated prior to the commencement of any such meeting;
- m) be responsible for maintaining current revisions to Manual of Operations;
- n) ensure that all Directors have a current copy of the Manual of Operations;
- o) be a voting member;

- p) ensure that all necessary and appropriate insurance has been purchased;
- q) carry out duties as assigned by the Board, Executive Committee or the President; and
- r) sign, if deemed appropriate, player registration releases and any other documents required in the absence of the President.

9.6 Treasurer

The Treasurer shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) keep a record of all monies received and disbursed, deposit all monies in the Bank, make all disbursements by cheques as directed and approved by the Board;
- c) chair the Finance Committee in the absence of the Executive Committee not appointing another person to perform such task;
- d) sit on the Executive Committee;
- e) sit on the Sponsorship and Fundraising Committee;
- f) evaluate, review and recommend financial policy on an annual basis to the Executive Committee and the Board;
- g) provide a financial statement to the Board on a monthly basis;
- h) obtain the approval of the Board for refunds on any registration fees;
- i) present at each Annual General Meeting the Auditor's report and financial statements and ensure that an annual audit is completed and available in a reasonable period of time from the end of the Association's year of operation;
- j) if determined necessary or advisable by the Board of Directors, be bonded at the Association's expense;
- k) immediately return to the Association all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board;
- l) be a voting member;
- m) carry out duties as assigned by the Board, the Executive Committee or the President.

9.7 Registrar

The Registrar may be a paid position and may also be part of the role of the Executive Director of the Association. The Registrar shall:

- a) have previously served the Association for at least one term on the Executive Committee;
- b) chair the Registration Committee in the absence of the Executive Committee not appointing another person to perform such task;
- c) oversee or delegate the oversight of the registration desk for all try-outs;

- d) keep a proper receipt book of all monies received from registered players for try-outs;
- e) remit all registration monies received by the Registrar to the Treasurer along with the supporting documentation;
- f) accept post dated cheques on registration days provided that all such cheques are dated on or before October 1st in each season;
- g) prepare a list of “hardship” cases which such list shall be held in strict confidence and shall be reviewed by the President, Treasurer and the Registrar only;
- h) by the commencement of the season, issue a complete list of players who attended try-outs and those who are signed to one of our teams to each home centre;
- i) certify all registration certificates;
- j) advertise and coordinate all registration and try-out dates;
- k) liaise with any other minor hockey league with respect to resident NBMHA players;
- l) provide, upon request, player lists by category to the NOHA, coaches, managers or such other group as directed by the Executive Committee or by the NOHA;
- m) inform Executive Committee and the conveners of any past due or delinquent registration fees;
- n) if determined necessary or advisable by the Board, be bonded at the Association’s expense;
- o) be a voting Member;
- p) carry out duties as assigned by the Board, the Executive Committee or the President.

9.8 Equipment Manager

The Equipment Manager shall

- a) have previously served the Association for at least one term on the Executive Committee;
- b) chair the Purchasing and Equipment Committee in the absence of the Executive Committee not appointing another person to perform such task;
- c) solicit bids or tenders for any equipment to be purchased and arrange for purchase of such after Board approval;
- d) present to the Board for approval any clothing or novelties which bear the NBMHA logo or name which is to be used by players, teams, coaching staff and Board members;
- e) collect deposit fees (if applicable) from each team for the use of the home and away jerseys for the season;
- f) arrange for the purchase of new hockey uniforms and the awards for the Awards Banquet;
- g) arrange for the purchase of Championship banners;
- h) be a voting Member;

- i) carry out duties as assigned by the Board, the Executive Committee or the President.

9.9 Ice Scheduler

The Ice Scheduler may be a paid position and may also be part of the role of the Executive Director of the Association. The Ice Scheduler shall:

- a) approve or delegate authority to approve all schedules, exhibition games or tournaments;
- b) assess the ice requirements for the Association and shall enter negotiations with the arena administrators to meet such needs;
- c) attend scheduling meetings to assist teams with ice requirements needed to book league games;
- d) apportion the ice and times in a fair and equitable manner;
- e) approve all ice bills prior to payment by the Treasurer;
- f) re-schedule games that are postponed throughout the season;
- g) carry out duties as assigned by the Board, the Executive Committee or the President.

9.10 Directors At Large

The Directors At Large shall:

- a) chair such standing committee or committees as required by the Executive Committee from time to time;
- b) be a member of *ad hoc* committees for the purpose of the betterment of minor hockey in the North Bay region;
- c) when required, submit a written report or reports to the Executive Committee for further distribution;
- d) be a voting Member; and
- e) carry out duties as assigned by the Board, the Executive Committee or the President from time to time.

10 COMMITTEES OF THE BOARD

10.1 Standing Committees

The following committees are hereby authorized as Standing Committees of the Board:

- a) Executive Committee
- b) Finance Committee
- c) Nominations Committee
- d) Coaching Selection Committee
- e) Sponsorship and Fundraising Committee
- f) Registration Committee

- g) Discipline Committee
- h) Time Keeping and Officiating Committee
- i) Convener Committee
- j) Purchasing and Equipment Committee
- k) House League Hockey Operations Committee
- l) Representative League Operations Committee
- m) Public Relations Committee
- n) Policy Committee

The Board of Directors shall, in any year, determine whether some or all of the Standing Committees are necessary or advisable for that particular fiscal year. In the event that any Standing Committee is deemed unnecessary or unadvisable, the Board of Directors shall be authorized to deal with the duties of such Standing Committee.

- 10.2 Nothing in this By-law shall be construed to limit the ability of the Directors and Members of the Association from abolishing or creating Standing Committees by By-law or from establishing such *ad hoc* committees or subcommittees by Directors' Special Resolution as may be desired or required from time to time.

10.3 Executive Committee

The Executive Committee shall be chaired by the President and shall consist of fourteen (14) members comprising of the President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, the Registrar and the Immediate Past President and eight (8) Directors at Large shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all rules, regulations and policies of the Association are being complied with.

The Executive Committee shall:

- a) pledge themselves to support the ideals, aims and objectives of the Association;
- b) be called upon to render decisions as needed to be made in the ordinary course of business of the Association in a fair and impartial manner, without bias or prejudice. In keeping with this objective, all decisions made by the Executive Committee must pay deference to the philosophy of "what's best for the child";
- c) attend meetings on a monthly basis on a date and time that is selected as the most convenient to the majority of the Executive Committee Members. The Executive Committee Meetings may be suspended for one or more months in the off season but for not more than three (3) months in a row by a majority vote of the Executive Committee Members. Notice of such Executive Committee Meetings shall be given as far in advance as possible but in no case less than seven (7) clear days before such meeting;

- d) during the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board meeting;
- e) have the authority to dismiss coaches, team officials or teams;
- f) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution;
- g) present a report regarding the activities of the Executive Committee to the Board;
- h) be responsible for a long range strategic plan of the Association and for the preparation of a capital expenditures plan required to implement the long range strategic plan;
- i) set the terms and conditions of employment and remuneration of the Association's employees, agents, contractors and submit compensation plans for all such persons;
- j) recommend policy to the Board regarding management and administrative issues related to the Association;
- k) annually submit to the Finance Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
- l) may appoint its President and one or more Members of the Association to act as liaison officers with other hockey association as deemed advisable or necessary;
- m) may cause the resignation of an Executive Committee Member if he or she is absent for three (3) consecutive meetings;
- n) may appoint a replacement Executive Committee Member in the event of a vacancy; and
- o) deal with any other matters assigned to it by the Board or by the President.

10.4 Finance Committee

The Finance Committee shall be chaired by the Treasurer and shall minimally consist of the First Vice-President, one (1) member of the Representative Hockey Operations Committee, one (1) member of the House League Hockey Operations Committee, and at least one (1) other Member at large.

The Finance Committee shall:

- a) liaise with all Board Committees to receive estimates of revenues and expenditures for the next fiscal year of the Association for the purposes of preparing the budget of the Association;
- b) review the Auditor's Report of the Association prior to its presentation to the Board and the Members;

- c) review the financial control procedures of the Association and review any specific recommendations of the Auditor;
- d) prepare and submit to the Executive Committee a detailed budget for the Association on an annual basis for the ensuing fiscal year;
- e) recommend policy to the Board regarding financial budgeting and planning;
- f) ensure that a minimum of three (3) quotes or estimates are received for all non-recurring expenditures of the Association in excess of \$1,000.00 and that such expenses are approved by the Board;

10.5 Nominations Committee

The Nominations Committee shall be chaired by the Secretary and shall minimally consist of up to three (3) members, one of which must be a Director at Large.

The Nominations Committee shall:

- a) receive the list of all Members who have been nominated for a position in the Association;
- b) draft a slate of candidates for the Board for all elected Board positions which are open for election at the ensuing Annual General Meeting and shall present same to the Membership at such Annual General Meeting;
- c) take into account the competencies and skills of the Directors remaining in office, if any, and the competencies and skills it thinks the Board, as a whole, should possess;
- d) solicit nominations, including those brought forward by the Membership for each Board position that is to become vacant;
- e) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law and the Corporations Act;
- f) present a report regarding nominations and elections to the Board; and
- g) recommend policy to the Board regarding nomination and election procedures.

10.6 Coaching Selection Committee

The Coaching Selection Committee shall be chaired by the Head Coach and shall minimally consist of up to four (4) Members.

The Coaching Selection Committee shall:

- a) be responsible for dissemination of the Coaching Application Forms in the local arenas for the Association;
- b) actively pursue new coaches and provide the training as required either alone or in conjunction with the NOHA;
- c) recruit and train volunteers to perform the functions required for coach selection for the Association;

- d) screen and interview candidates at the Association's head office on the basis of the criteria set out by the Association;
- e) arrange ongoing team personnel development clinics, ensure that all team personnel selected for the hockey season are properly qualified and are capable of fulfilling their duties in a satisfactory fashion;
- f) recommend its choices of coaches to the Board for approval;
- g) establish a coaches and team personnel evaluation form and procedure; and
- h) recommend policy to the Board regarding nomination and election procedures.

10.7 Sponsorship and Fundraising Committee

The Sponsorship and Fundraising Committee shall:

- a) be chaired by the First Vice-President and shall consist minimally of the First Vice-President, the Treasurer and, if deemed appropriate by the Executive Committee, one or more members of the House League Hockey Operations Committee and the Representative Hockey Operations Committee;
- b) recruit and train volunteers to perform the functions required for sponsorship funding for the Association;
- c) apply for and maximize any and all government or charity based grants relating to minor hockey generally;
- d) set up an accurate recording system covering revenues and disbursements relating to sponsorships for deliver to the Treasurer;
- e) actively pursue new sponsorship projects and maintain the existing sponsorships;
- f) manage and supervise current and proposed Association and team sponsorship endeavours;
- g) annually submit to the Finance Committee an estimate of revenues and expenditures of the Sponsorship and Fundraising Committee for the next fiscal year of the Association;
- h) present a report to the Board regarding the activities of the Sponsorship and Fundraising Committee;
- i) recommend policy to the Board regarding sponsorship and fundraising generally.

10.8 Registration Committee

The Registration Committee shall be chaired by the Registrar and shall consist minimally of the Registrar, and at least one (1) member of the House League Hockey Operations Committee and/or one (1) member of the Representative Hockey Operations Committee.

The Registration Committee shall:

- a) recruit and train volunteers to perform the functions required for registration;

- b) establish registration forms and procedures
- c) conduct registration for all applicants eligible to participate in the Association's hockey programs;
- d) maintain a register of receipts regarding all registration fees received by the Association and forward all monies received promptly to the Treasurer for deposit to the credit of the Association;
- e) maintain a current list of all players, including, without limitation such things as mailing address, email address, telephone numbers and parent/guardian names, address(es) and email address(es);
- f) supply to the Chairs of the House League Hockey Operations Committee and the Representative Hockey Operations Committee and the Conveners with current registration information in a timely fashion;
- g) ensure that all players are registered with the NOHA and the Association;
- h) communicate any changes in registration immediately to the Directors or such other Association representatives who are or might be affected by such changes;
- i) annually submit to the Finance Committee an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
- j) recommend policy to the Board regarding registration procedures of players generally.

10.9 Discipline Committee

The Discipline Committee shall be chaired by the President and shall consist minimally of the Head Coach, the Head Convener and the Chair of the Discipline Committee.

The Discipline Committee shall:

- a) investigate any complaint, protest, breaches of conduct, breaches of this By-Law, Rules of Operation or policy or procedure or playing rules of the Association by any Member of the Association, including, without limitation, players, coaches, managers, trainers, employees and Directors;
- b) to recommend reasonable and appropriate sanctions to the Board relating to such breaches or misconduct;
- c) ensure fairness and impartiality in all review, counseling or disciplinary matters brought before the Discipline Committee;
- d) develop standards for the application of review, counseling and discipline and disseminate such standards to the Members of the Association;
- e) maintain all records of review, counseling and disciplinary action take during the course of appointment, whether such actions or decisions are taken by the Discipline Committee or the Board;
- (k) annually submit to the Finance Committee an estimate of revenues and expenditures of the Discipline Committee for the next fiscal year of the Association;

- (f) present a report regarding the Discipline Committee to the Board; and
- (g) recommend policy to the Board regarding the disciplinary process.

10.10 Time Keeping and Officiating Committee

The Time Keeping and Officiating Committee may include a paid employee of the Association. The Time Keeping and Officiating Committee shall be chaired by an appointee of the Executive Committee and shall consist minimally of the Chair and one (1) member of the House League Hockey Operations Committee and one (1) member of the Representative Hockey Operations Committee.

Time Keeping and Officiating Committee shall:

- a) recruit and train volunteers to perform the functions required for time keeping and liaising with referee officials;
- b) establish application forms and procedures for time keepers;
- c) maintain a register of receipts and disbursements all time keeping and officiating costs incurred by the Association;
- d) maintain a current list of all time keepers and referee officials including without limitation, such things as mailing address, email address, telephone number(s) etc.;
- e) ensure that there are sufficient time keepers and referee officials at every game sanctioned by the Association in a timely fashion;
- f) annually submit to the Finance Committee an estimate of expenditures of the Time Keeping and Officiating Committee for the next fiscal year of the Association; and
- g) recommend policy to the Board regarding time keeping and officiating procedures generally.

10.11 Convener Committee

The Executive Committee shall appoint annually, a Head Convener who shall be the Chair of the Convener Committee. The Convener Committee shall consist minimally of the Chair and one (1) convener for each age group and division category currently in use by the Association.

The Convener Committee shall:

- a) oversee the regulation and administration of league and age group divisions of the Association's players, coaches and teams and shall ensure that all league conveners perform their duties as prescribed by the Convener Committee, which may without limitation, consist of the following:
 - i) administer his/her respective division and assume responsibility for all team activities of the teams within the division.

- ii) maintain close contact with the Board as to the activities of the teams within the division.
 - iii) assist with the team carding (NOHA Player Registration Cards) for the division and assist in the draft for the selection of teams in their league.
 - iv) enforce the policies of the Association.
 - v) shall be present whenever possible at games in the league which they represent;
 - vi) shall recommend to the Head Convener any balancing or rebalancing of the teams in the division;
- b) ensure that all tryouts are properly advertised, attended and carried out with sufficient staff and resources to enable as smooth and logical a tryout process as is practicable;
 - c) liaise with the Registrar and the Chairs of the Representative Hockey Operations Committee and the House League Hockey Operations Committee to ensure that all players are properly registered and involved in the age group, league and division in which they belong;
 - d) shall ensure that all game schedules are distributed to all teams in a timely fashion;
 - e) shall receive any complaints or concerns in written format for the purpose of referring such complaints or concerns to the appropriate officer of the Association; and
 - f) recommend policy to the Board relating to hockey operations.

10.12 Purchasing and Equipment Committee

The Purchasing and Equipment Committee shall be chaired by the Equipment Manager and shall consist minimally the Equipment Manager and one (1) member of the House League Hockey Operations Committee and one (1) member of the Representative Hockey Operations Committee.

The Purchasing and Equipment Committee shall:

- a) recruit and train volunteers to perform the functions required for purchasing and equipment;
- b) maintain an inventory of all equipment owned by the Association;
- c) collect rental fees and security deposits for all leased equipment, if applicable;
- d) solicit bids and purchase hockey equipment as required;
- e) maintain and repair all of the hockey equipment owned by the Association;
- f) solicit bids and arrange for the purchase of awards and championship banners as and when required in a timely fashion;
- g) act as the Purchasing Agent for the Association with respect to all Association purchases including without limitation team jerseys, goaltending equipment and sponsors' crests;
- h) annually submit to the Finance Committee an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association;

- i) present a report regarding purchasing and equipment to the Board; and
- j) recommend policy to the Board in relation to purchasing and equipment.

10.13 House League Hockey Operations Committee

The House League Hockey Operations Committee shall be chaired by the House League Director who shall be appointed by the Executive Committee and shall consist minimally of the House League Director, the House League Convener and one (1) Director at Large. The House League Hockey Operations Committee shall:

- a) operate the House League Hockey programs pursuant to the policies of the Association then in effect;
- b) establish and monitor policies relating to House League Hockey Operations, provided that such policies shall be and remain consistent with all other policies of the Association and be approved by the Board;
- c) coordinate House League Hockey team selection to ensure a consistent approach exists across divisions;
- d) recruit and train volunteers to perform the functions required to operate the House League Hockey Operations;
- e) annually submit to the Finance Committee an estimate of revenues and expenditures of the House League Hockey Operations Committee for the next fiscal year of the Association;
- f) present a report regarding House League Hockey Operations to the Board;
- g) implement a season-ending player evaluation process to provide information to the player and to the Executive for future development initiatives;
- h) select ad hoc committees as required; and
- i) recommend policy to the Board regarding House League Hockey Operations.

10.14 Representative Hockey League Operations Committee

The Representative League Hockey Operations Committee shall be chaired by the Representative League Director who shall be appointed by the Executive Committee and shall consist minimally of the Representative League Director, the Representative League Conveners and one (1) Director at Large. The Representative League Hockey Operations Committee shall:

- a) operate the Representative League Hockey programs pursuant to the policies of the Association then in effect;
- b) establish and monitor policies relating to Representative League Hockey Operations, provided that such policies shall be and remain consistent with all other policies of the Association and be approved by the Board;
- c) coordinate Representative Hockey team tryouts and ensure policies and procedures then in affect are adhered to;
- d) recruit and train volunteers to perform the functions required to operate the Representative League Hockey Operations;

- e) represent and promote the interests of the Association in relation to any Representative Hockey involvement in the Association with any other minor hockey associations or leagues;
- f) annually submit to the Finance Committee an estimate of revenues and expenditures of the Representative League Hockey Operations Committee for the next fiscal year of the Association;
- g) present a report regarding Representative League Hockey Operations to the Board;
- h) implement a season-ending player evaluation process to provide information to the player and to the Executive for future development initiatives;
- i) select ad hoc committees as required; and
- j) recommend policy to the Board regarding House League Hockey Operations.

10.15 Policy Committee

The Policy Committee shall be chaired by the Second Vice-President and shall consist of the Second Vice President and at least one (1) other Member.

The Policy Committee shall:

- a) review policies and present proposed amendments to the Association's policies as it may deem necessary and appropriate to the Board;
- b) review the Association's By-laws on a yearly basis and present if required, proposed amendments from the committee and/or the Membership as it deem necessary and appropriate to the Board for presentation to the Membership at the Annual General Meeting for voting.

10.16 Standing Committee Procedure

- a) All Standing Committees shall comply with all By-laws, guidelines, policies and procedures of the Association and also shall comply with all requirements of the NOHA, the OHF and HC, and if applicable to any other hockey organizations with which the Association teams are participating.
- b) Each Standing Committee shall meet at the call of the Chair if and when required.
- c) Notice of all meetings of the Standing Committees shall be communicated to all members of the committee at least two (2) days prior to the meeting, unless such notice has been waived by consent of all of the members of the Standing Committee.
- d) A quorum for a Standing Committee shall be a majority of its members.
- e) Each member of the Standing Committee present at the meeting shall be entitled to one (1) vote. In the case of a tie, the chairperson shall cast the deciding vote.
- f) Standing Committees shall keep minutes of their meetings and shall report to the Board at regular intervals or at any other time upon request of the Board.

- g) Each Standing Committee shall present a Annual Report of the matters for which it is responsible to be presented to the Members at the Annual General Meeting of the Association.
- h) Each Standing Committee may, from time to time, and with approval from the Executive Committee, seek help or advice from such persons or resources outside of the Association.

10.17 Sub-Committees and *Ad Hoc* Committees

The Standing Committee procedure referred to above shall also govern the procedures of all sub-committees and all *ad hoc* committees of the Association.

11. EXECUTION OF DOCUMENTS

11.1 Execution of Documents

The Board may from time to time appoint three (3) Directors to sign documents generally or to sign specific documents. Two (2) of the three (3) Directors must be the President and the Secretary. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing policy.

11.2 Books and Records

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

12. FINANCIAL YEAR

- 12.1 The financial year of NBMHA shall terminate on the 31st day of May in each year.

13. FINANCIAL ARRANGEMENTS

13.1 Banking Resolution

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank or trust company;

- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

13.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one (1) or more banks, trust companies or other place or places of safekeeping as selected by the Board from time to time. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and in such manner as shall be determined from time to time by resolution of the Board. Such authority may be general or confined to specific instances. Any institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposits or proceeds thereof.

13.3 Cheque Signing

- (a) The Treasurer and either the President or the First Vice President or another member of the Executive Committee as designated by the Board shall sign all cheques.
- (b) The Finance Committee shall review all cheques payable to a Director or to a member of the immediate family of a Director and note in the Finance Committee minutes and report such transaction(s) to the Board of Directors at its next scheduled meeting.

13.4 Profits and Surplus Funds

- (a) The Association is operated solely for the pleasure, recreation or other non-profitable purpose and any profit or surpluses should be used for the promotion of the objectives of the Association as expressed in its Letters Patent. No income, profits or surplus may be distributed to any Member but shall accrue for the benefit of all the Members of the Association.
- (b) A Capital Fund may be established and may be used to partner with community stakeholders, including the City of North Bay, on major capital expenditures that have an influence and role in the outcome of facilities and services that would help fulfill the mission of the Association.

- (c) A Reserve Fund shall be established and shall be used in situations where emergency funds are required due to an operating deficit in any fiscal year or that where funds might be required to have an influence and role in the outcome of NBMHA services that would help fulfill the mission of the Association.

13.5 Auditor

At each Annual General Meeting, the Members shall appoint a firm of Chartered Accountants to audit the financial statements of the Association for the next fiscal year.

14. BORROWING BY THE ASSOCIATION

14.1 Borrowing Power:

Subject to the limitations as set out in the Letters Patent, By-laws or policies of the Association, the Board may by resolution, authorize the Association to:

- (i) borrow money on the credit of the Association;
- (ii) issue, sell or pledge securities of the Association; and
- (iii) charge, mortgage, hypothecate or pledge any or all of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any other obligation or liability of the Association.

14.2 Borrowing Resolution

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions of any loan and the security given therefore, with the power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Association.

15. NOTICE

15.1 Computation of Time

In computing the date when notice must be given under any provision of this By-law or the Corporations Act requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

15.2 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director, Member or Auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or Auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

15.3 Method of Giving Notice

Whenever, under the provisions of this By-law of the Association or the Corporations Act, notice is required to be given, such notice may be conveyed in a reasonable manner or by depositing same in a post office or a public letterbox, in a postage-paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents sent by mail shall be deemed to be sent two (2) days after same was deposited in a post office or a letterbox as aforesaid.

Notice may also be given in person, by telephone or by e-mail to the Director or Member at his/her address, phone number or email address as the same appears in the records of the Association. Any notice or other documents sent in this manner shall be deemed to be sent at the time when the same was delivered, contacted or emailed.

16. PASSING AND AMENDING BY-LAWS

16.1 The Board and any Member in good standing may recommend amendments to the By-laws and/or the policies of the Association to the Membership from time to time.

16.2 A By-Law or an amendment to an existing By-Law and the Rules of Operation or amendment to the Rules of Operation of the Association shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-Law or Rules of Operation or amendment(s) to the By-Law or Rules of Operation to be presented at the Annual General Meeting in such a manner so as to enable the recipient of such notice to be able to make a reasoned and informed decision based upon the contents of such notice.

16.3 If the Board intends to discuss any amendment of the By-laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws shall be tabled

and adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.

- 16.4 All Members in Good Standing shall have access to any proposed amendments to the By-Laws and Rules of Operation not less than thirty (30) days prior to the Annual General Meeting at the place stated in the original meeting notice.
- 16.5 A motion to amend the By-laws recommended by the Board or proposed by a Member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General Meeting or Special Meeting of Members. The motion must be approved by a two thirds (2/3rds) majority vote of the Members present and voting at such a Annual General Meeting or Special Meeting of Members.
- 16.6 If the Board intends to discuss a new Rule of Operation or an amendment to an existing Rule of Operation of the Association at a Board Meeting, the Secretary shall send written notice of such intention to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend, delete or modify the Rules of Operation may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such Rule of Operation shall be given.

17. REPEAL OF PRIOR BY-LAWS

17.1 Repeal

All prior By-laws of the Association, including the document entitled the “North Bay Minor Hockey Association Constitution” of the Association are hereby repealed.

17.2 Proviso

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law.

18. RULES OF PROCEDURE

- 18.1 The rules contained in the most current edition of “Roberts Rules of Procedures for Meetings” shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

19. EFFECTIVE DATE

- 19.1 This by-law shall come into force without further formality or notice upon its enactment and upon receiving approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the Annual General Meeting of the Members of the Association duly called and held at the head office of NBMHA in the City of North Bay on Dec 2, 2020.

President – DARRELL PITMAN

Secretary – LISA MASON