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ARTICLE 1: MEMBERSHIP

1.1 Membership Categories and Criteria

a. There are two categories of Membership: Family Members and Community Members. Both categories of Membership are considered Voting Members.

b. To become a Family Member, the family unit must, at minimum:

   i. Have one or more children enrolled in the Association hockey program. Completing the Association's registration materials will satisfy the condition of applying for Membership in writing for a prospective Family Member; and

   ii. Pay the annual Membership fee for Family Members.

c. A Family Member shall be recorded in the records of the Association as a single Member, notwithstanding that there may be more than one adult in the family unit.

d. A family unit means the self-identifying group of individuals who are financially and emotionally responsible for the care of the child or children and enrolled in the hockey program. Membership for family arrangements that depart from this definition will be considered and shall be at the discretion of the majority vote of the Board of Directors.

e. Family units living outside of the designated boundary for the Association may apply for Family Membership. Non-resident Membership under the Family Member category may be subject to other Association policies.

f. A Community Membership may be obtained by any person:

   i. Interested in furthering the goals of the Association;

   ii. Living in the Town of Olds and district;

   iii. Who applies in writing for membership with the Secretary of the Association; and

   iv. Who pays the annual membership fee for Community Members.

g. Community Membership applications from persons living outside the Town of Olds and district shall be at the discretion of the majority vote of the Board of Directors. "District" for purposes of this section is the Olds Minor Hockey Association boundaries as defined by Hockey Alberta.

h. Community Membership may only be obtained by a person, and not an organization or entity.

i. Persons within a family unit under the Family Membership category are not eligible to acquire additional Membership status under the Community Membership class.

1.2 Additional Conditions of Membership

a. The Association may also place additional conditions on the Membership application process. These conditions may include, but are not limited to:

   i. Signing a waiver or voluntary assumption of risk agreement; and

   ii. Signing a personal conduct agreement or similar document.

b. The Board shall have the discretion to accept or refuse an application for Membership. Grounds for the refusal of Membership may include, but are not limited to:

   i. Prior Members or participants who have breached the Association's conduct standards or who have been a burden to the Association in the past may be refused re-entry; and

   ii. Potential Members or participants from other minor hockey associations, with a reputation of poor behaviour or conduct may have their Membership application declined.

1.3 Membership Fees and Terms

a. Any individual may become a Member in the appropriate category by meeting the requirements of Article 1.1 and Article 1.2. The individual will be entered as a Member under the appropriate category in the Register of Members.

b. The Membership year is June 1 to May 31. All Memberships will be deemed to expire on June 15 and must be reactivated annually if the Member desires to continue as a Member.

c. The Board decides annual membership fees for each category of Members. Family Memberships fees are included in the annual registration fees and the Community Membership fee is ten dollars per person per Membership year.

d. The annual membership fee must be paid, or considered current by the Association in the event of a Family Membership on a registration payment plan, for a Member to be considered in good standing in accordance with Article 1.4 of these bylaws.

e. If a Membership has ceased under Article 1.7 of these bylaws, the Membership fee is non-refundable, unless otherwise provided for in the Association's polices for the refund of general registration fees.

1.4 Members in Good Standing

a. A Member is in good standing when:

   i. The Member has paid Membership fees or other required fees to the Association; and

   ii. The Member is not suspended or otherwise subject to a restriction of Membership rights as part of a disciplinary process as provided for under Article 1.5.

1.5 Rights and Privileges of Members in Good Standing

a. Any Member in good standing is entitled to:

   i. Receive notice of meetings of the Membership of the Association;

   ii. Attend any meeting of the Membership of the Association;

   iii. Speak at any meeting of the Membership of the Association;

   iv. The right to petition to appear before the Board to be heard on matters of interest;

   v. Allow their name to be put forward for election to a Board or Executive position; and

   vi. Exercise other rights and privileges given to Members in these bylaws.

b. The Board may restrict these rights as part of a disciplinary process.

1.6 Membership and Voting

a. The only Members who can vote at meetings of the Membership of the Association are:

   i. Family Members in good standing who are at least eighteen years old; and

   ii. Community Members in good standing who are at least eighteen years old.

b. A Voting Member is entitled to one vote at a meeting of the Association.

c. A Family Member shall have one vote per family unit. Family Members shall not be entitled to split their vote.

1.7 Cessation of Membership

a. Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association. When notice of resignation is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

b. The Membership of a Family Member automatically ends upon all their children being withdrawn from the hockey program.

c. The Membership of a Community Member automatically ends upon his or her death.

d. If a Member has not paid the annual membership fee, the Member is considered to have submitted his or her resignation and the name of the Member will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

1.8 Expectations of Members

a. Membership in the Association is a privilege, not a right, and all Members are expected to conduct themselves in a manner befitting the standards set out by the Association.

b. Members shall unconditionally commit to uphold and abide by the objects, bylaws, regulations, policies, and procedures of the Association at all times.

1.9 Transfer of Membership

a. No right or privilege of any Member is transferable to another person; it is, however, recognized that individuals within a Family Membership as defined in Article 1.1 of these bylaws may alternatively act on behalf of the family unit in circumstances permitted by these bylaws, but the Membership remains a single Membership and is not transferable.

b. All rights and privileges cease when the Member resigns, dies, is expelled from the Association, or the Membership automatically ceases.

1.10 Debts and Liabilities of Members

a. When a Member ceases to be a Member, by death, resignation or otherwise, he or she continues to be liable for any debts owing to the Association at the date of ceasing to be a Member.

b. No Member is, in an individual capacity, liable for any debt or liability of the Association.

1.11 Suspension or Revocation of Membership

a. The Board may, upon a seventy-five percent majority vote of the Board of Directors, suspend or expel any Member for any cause which is deemed sufficient in the interest of the Association.

b. The Member shall have the opportunity to appear before and be heard by the Board prior to any vote to suspend or revoke their Membership.

c. The decision of the Board is final on matters of Membership suspension or revocation.

d. On the passage of the Board's vote, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

ARTICLE 2: MEETINGS OF MEMBERS

2.1 General Meetings

a. The Association shall hold an Annual General Meeting in the month of October and a Semi-Annual General Meeting in the month of April in each year.

2.2 Special Meetings

a. All other meetings of the Membership shall be Special Meetings and may be called by the President or, in his or her absence, the Vice-President.

b. Any Member in good standing wanting to call a Special Meeting may present the President with a petition, signed by a majority of the Members of the Association, stating the reason for requesting the Special Meeting. Upon receipt of a valid petition, the President shall call a

Special Meeting of the Members stating the reason for the meeting. For purposes of this clause:

i. A majority of the Members is simple majority of fifty percent plus one of the Membership; and

ii. A valid petition is a petition which states the purpose of the petition on every page of the petition, contains the printed name, signature, and date of the signature of the petition signatories, with the fifty percent plus one of Membership signature threshold verified against the official Membership list.

2.3 Notice of Meetings

a. Notice for a General Meeting will be, at minimum, twenty-one days of notice to the Members.

b. Notice of the Annual General Meeting or the Semi-Annual General Meeting shall be publicized on the Association's website and social media a minimum of twenty-one days prior to the Annual General or Semi-Annual General Meeting.

c. Notice of the Annual and Semi-Annual General Meeting will include the purpose for, date, and location of the meeting.

d. Notice for a Special Meeting will be, at minimum, seventy-two hours of notice to the Members.

e. Notice of a Special Meeting will include the purpose for, date, and location of the meeting.

f. Notice of the Special Meeting shall be publicized on the Association website and social media not less than a minimum of seventy-two hours prior to the Special Meeting.

2.4 Error in Notice

a. The accidental omission to give notice of a meeting of the Members, the failure of any Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

2.5 Quorum

a. Any fifteen Members present at a General or Special Meeting shall constitute a quorum.

b. Meeting attendance will be cross referenced with the current Membership list for purposes of Membership verification before any meeting of the Membership is called to order.

2.6 Meeting Agendas

a. At the Annual General Meeting there shall be presented to the Members:

   i. Financial statements of the Association setting out its income, disbursements, assets and liabilities, audited and signed by the Association's auditor;

   ii. The report of the Association's auditor;

   iii. A report on the affairs and business of the Association for the previous year; and

   iv. Such other information or reports as the Directors determine.

b. The Members shall appoint the auditor for the Association for the unaudited subsequent fiscal year.

c. The Members shall transact such other matters as may properly be brought before the meeting.

d. Members shall be given access to the meeting agenda a minimum of five days in advance of the meeting, unless otherwise prescribed by these bylaws.

2.7 Election of Directors and Executive

a. Election of Directors shall occur at the Semi-Annual General Meeting.

b. Election of Executive Officers shall occur at the Semi-Annual General Meeting.

2.8 Voting

a. If two or more names are nominated for any Director or Executive position, voting shall be conducted by secret ballot.

b. The vote of the President at any meeting of the Membership shall be cast only in the event of a tie.

c. Members in good standing present at a General or Special Meeting have the right to vote at said meeting.

d. Unless a secret ballot is requested by any Member entitled to vote at any meetings, all resolutions, except Special Resolutions or where otherwise specified, shall be passed by a simple majority show of hands.

e. Voting on any matter may only occur in person by the Member, unless a mail in, email or other ballot is specifically designated by the Board of Directors on an individual matter.

f. Proxy voting is not permitted on any matter in the Association.

g. If an electronic meeting is called in accordance with Article 2.9, electronic voting must likewise be facilitated in accordance with Article 2.8.

2.9 Electronic Meetings

a. Meetings of the Association will, as a matter of standard practice, be held in person.

b. The Association may facilitate electronic meetings, however, a meeting must be either fully in-person or fully online, but not simultaneously both.

c. Voting for electronic meetings must abide by Article 2.8 of the Association bylaws. A Member is considered “present” and “in person” for purposes of Article 2.8 if they are in attendance for the electronic meeting.

d. The Association will choose a platform for electronic meetings that the Association understands to be reasonably accessible to the Membership.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Composition of the Board of Directors

a. The Association will be governed by a Board of Directors (the “Board”).

b. The Board shall consist of a minimum of seven Directors, and a maximum of sixteen Directors.

c. All members of the Board shall be deemed to be Directors.

d. In addition to the Executive Officer positions articulated in Article 3.4 of these bylaws, other Director positions may include the: Female Director, U7 Director, U9 Director, U11 Director,

U13 Director, U15 Director, U18 Director, Central Alberta Hockey League Director, Alberta Elite Hockey League Director, Equipment and Apparel Director, Evaluations Director, and/or Tournament and Fundraising Director.

e. Directors fulfilling positions identified in Article 3.1.d of these bylaws shall not be considered Officers of the Association for the purposes of the *Societies Act*.

f. The Board may recommend to the Membership amendments to Director positions from time to time based on the needs of the Association.

3.2 Election of Directors

a. Director positions shall be filled by majority resolution of the Voting Members at the Semi-Annual General Meeting each year, unless provided for elsewhere in these bylaws.

3.3 Terms of Directors

a. All Director positions will be elected to a two-year term. The term shall commence at the end of the Semi-Annual General Meeting at which the Director is elected and terminates at the end of the Semi-Annual Annual General Meeting occurring approximately two consecutive years thereafter, unless otherwise prescribed by these bylaws.

b. The term of every appointed Director shall commence at the date of such appointment and expires as specified in Article 3.9 of these bylaws.

c. No Director whose term is expiring may run for re-election to the Board of Directors if that Director has already been elected to the Board for four consecutive two-year terms. Any such Director shall not be eligible to stand for election or appointment to the Board for a period of two consecutive years thereafter.

3.4 Composition of the Executive

a. The Executive will be the President, Vice-President, Secretary, and Treasurer.

b. The Directors holding Executive positions will be deemed to be Officers.

3.5 Election of the Executive

a. Executive positions shall be filled by majority resolution of the Voting Members at the Semi-Annual General Meeting each year.

3.6 Terms of the Executive

a. All Executive positions will be elected to a two-year term.

b. When possible, the President and Vice-President's terms will be staggered, such that the first year of one's term corresponds with the second year of the other. The Treasurer and Secretary's terms will be likewise staggered.

c. No Officer whose term is expiring may run for re-election to the Executive if that Officer has already been elected to the Executive for three consecutive two-year terms. Any such Officer shall not be eligible to stand for election or appointment to the Executive for a period of two consecutive years thereafter.

3.7 Powers and Duties of the Board of Directors

a. The Board shall, subject to the *Societies Act*, the bylaws or other directions given to it by a seventy-five percent majority vote at any General Meeting of the Members of the Association properly called and constituted:

   i. Make decisions for the better governance and organization of the Olds Minor Hockey Association;

   ii. Govern the affairs of the Association in accordance with the provisions of the Association's Bylaws, Policies and Procedures and ensure that decisions of the Board and Members, made in accordance with the same instruments, are executed;

   iii. Have oversight and management of the day-to-day business and affairs of the Association.

   iv. Formulate and monitor the implementation of the strategic plan of the Association;

   v. Approve the budget and adjustments thereto;

   vi. Provide oversight of the collections and authorize the expenditures of the funds of the Association, provided always that funds coming into and allocated by the Association shall be in accordance with the purpose so intended;

   vii. Appoint, dismiss, and determine compensation for the Association's lead operational position which reports to the Board of Directors;

viii. Establish and provide oversight to any type of insurance plan that the Board has approved for the benefit and protection of the Association and its participants;

ix. Establish terms of reference for Committees of the Board and Sub-Committees of the Membership;

x. Review recommendations of Association Committees and Sub-Committees, as appropriate;

xi. Appoint and dismiss Association Committee and Sub-Committee Members;

xii. Recommend to the Members at the Annual General Meeting the appointment of a duly qualified accountant to audit the Association for the fiscal year;

xiii. Interpret, define and settle all provisions of the bylaws of the Association and adjudicate all disputes arising within the Association, unless an alternative dispute resolution process is invoked by these bylaws. The Board shall further have the authority to institute policies, mediation, or arbitration proceedings to deal with grievances.

b. In addition to any other powers which are conferred upon the Board by law or these bylaws, the Board shall have the power to interpret, construe, define and explain the bylaws, policies and procedures of the Association.

3.8 Removal of Directors

a. The Board shall, upon a seventy-five percent majority vote of the Board, dismiss any member of said Board:

i. Whose conduct is detrimental to the best interest of the Association;

ii. Who misses three consecutive meetings; or

iii. Who fails to attend seventy-five percent of the meetings.

3.9 Board Vacancies

a. If a Director position becomes vacant, for any reason, throughout the term, the Board may appoint by resolution a new Director to complete the unexpired term.

b. Resolutions of the Board under Article 3.9.a of these bylaws must carry with a seventy-five percent majority vote.

c. Any Director appointment by the Board to fulfill an unexpired term is subject to ratification by the Members at the next General Meeting of the Membership. If the term is expiring, an election must proceed as prescribed elsewhere in these bylaws.

3.10 Remuneration

a. Directors may be entitled to any remuneration for duties performed as Directors of the Association in accordance with Association policy.

b. Directors shall be entitled for reimbursement of approved, out-of-pocket expenses upon providing documentation of such expenditure in accordance with Association policy.

c. No Director may be a paid employee or contracted employee of the Association.

d. A Director shall not be prohibited from receiving compensation for services provided to the Association in another, non-employee capacity, provided there is no conflict of interest breach as articulated in Article 3.12.

3.11 Qualifications of Directors

a. To qualify to become or act as a Director, an individual must:

   i. Be a citizen or permanent resident of Canada;

   ii. Be at least eighteen years of age;

   iii. Not be an undischarged bankrupt;

   iv. Have the capacity under law to contract; and

   v. Not have been declared incapable by a court in Canada or in another country.

3.12 Conflict of Interest

a. A Director, Officer, Committee Member, or Sub-Committee Member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association or whose personal interest in a matter may conflict with the interests, missions or goals of the Association, shall:

i. Comply and will disclose fully and promptly the nature and extent of such interest to the Board, Executive, Committee, or Sub-Committee;

ii. Refrain from voting or speaking in debate on such contract or transaction;

iii. Refrain from influencing the decision on such contract or transaction; and

iv. Otherwise comply with all requirements regarding conflict of interest.

3.13 Delegation of Powers and Duties

a. The Board shall have the authority to delegate any or all of its powers, duties and authority that may be lawfully delegated to the President, the Executive, to a Committee of the Board, or to any third party to assist it in carrying out its responsibilities.

b. The Board shall be empowered to set up any Committee of the Board or Sub-Committee of the Membership to further the goals of the Association, provided it adopts a term of reference to establish the Committee or Sub-Committee.

c. A Board Member shall chair any such Committee or Sub-Committee.

d. Committees shall be composed of Directors.

e. Sub-Committees may be composed of Directors and Members.

f. The Board shall appoint a delegate to attend meetings of the members of the Alberta Amateur Hockey Association ("Hockey Alberta") from among the Board.

3.14 Unforeseen Circumstances

a. The Board shall have the final decision on any matters not provided for in these bylaws.

ARTICLE FOUR: MEETINGS OF THE BOARD AND EXECUTIVE

4.1 Board of Directors Meetings

a. Following the election of the Board of Directors at the Semi-Annual General Meeting, the President will, in consultation with the Board, establish a regular monthly meeting schedule of the Board for the following year.

b. The President may call a Special Meeting of the Board of Directors with a minimum of seventy-two hours notice to the Directors.

c. When warranted, the seventy-two-hour notice period may be waived with the written consent of seventy-five percent of the Board.

d. When a Special Meeting of the Board is called, the purpose of the meeting must be stated to the Directors in the meeting notice.

4.2 Executive Meetings

a. The President will call meetings of the Executive, as required.

b. Any Executive Officer may request the President to call a meeting of the Executive.

4.3 Error in Notice

a. The accidental omission to give notice of a meeting of the Directors or Executive, the failure of any Director or Officer to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

4.4 Quorum

a. A minimum of any fifty percent of Directors present at a Board Meeting shall constitute a quorum.

b. A minimum of any fifty percent of Officers present at an Executive Meeting shall constitute a quorum.

4.5 Meeting Agendas

a. The President is responsible for establishing the Board agenda.

b. Once set by the President, meeting agendas will be circulated to the Board of Directors by the Association Secretary a minimum of three days in advance of the meeting.

c. Directors with agenda item requests must notify the President of their requested addition to the agenda before the agenda is circulated. The President will exercise reasonable

judgement in accordance with Association bylaws, policies and procedures in making a determination on the request.

d. Items requesting a decision of the Board may be added to the agenda at the Board meeting only by motion to add to the agenda. A motion to add to the agenda for purposes of Article 4.5.d within a given meeting must carry by a seventy-five percent majority vote.

e. The Membership may only speak at meetings of the Board when invited by the President to speak on a specific matter, or as otherwise prescribed by these bylaws.

4.6 Voting

a. The vote of the President shall be cast only in the event of a tie, or when the President's vote is required to meet quorum requirements.

b. All Directors and Officers in good standing in attendance at a meeting of the Board or Executive will have the right to vote.

c. All Directors and Officers in good standing in attendance at a meeting of the Board or Executive are required to vote on every matter, unless they have recused from the vote due to a conflict of interest.

d. Unless a secret ballot is requested by any Director or Officer entitled to vote at any meetings, all resolutions, except Special Resolutions or where otherwise specified, shall be passed by a simple majority show of hands.

e. Voting on any matter may only occur in person by the Directors or Officers, unless a mail in, email, or other ballot is specifically designated by the Board of Directors or Executive on an individual matter.

f. Proxy voting is not permitted on any matter of the Board or Executive.

g. If an electronic meeting is called in accordance with Article 4.9, electronic voting must likewise be facilitated in accordance with Article 4.6.

4.7 General Board and Executive Procedure

a. Directors or Officers will request to speak through the President and will assume the floor when called upon by the President or, in the absence of the President, the appointed Chair.

b. The maximum total time allotted to a Director or Officer to speak to a matter is ten minutes. The time allotment also applies to the President or the appointed Chair when asking questions or offering an opinion as a member of the Board or Executive, but not when exercising the responsibilities of presiding over the meeting.

c. Board and Executive members will refrain from debate on a matter until a motion is on the floor unless the President or the appointed Chair requests otherwise on a specified matter.

d. Directors and Officers are not required to speak on every matter, unless the President or, in the absence of the President, the appointed Chair, specifically requests every Director or Officer to speak on a matter.

4.8 Motions of Reconsideration

a. Motions to Reconsider matters the Board has rendered a decision on may only be tabled by a member of the Board in the following circumstances:

   i. An election of Directors and/or Officers by the Membership has occurred; or

   ii. New information of substantive relevance that was not considered at the time of the original Board decision and is in the interests of the Association to consider has been received.

   iii. The Director sponsoring the motion was on the prevailing side of the vote on the original motion.

b. Motions to Reconsider must be circulated to the Board by the sponsoring Director a minimum of three days in advance of a board meeting, unless a motion to add a reconsideration to a board agenda is unanimously carried.

c. Motions to Reconsider shall not be brought forward in matters where the Association has substantively acted upon or implemented the Board decision in question.

d. A carrying vote on a reconsideration motion brings the original motion on the matter back to the floor for deliberation by the Board.

4.9 Electronic Meetings

a. Meetings of the Board or Executive will, as a matter of standard practice, be held in person.

b. The Association may facilitate online Board or Executive meetings.

c. Voting for online Board or Executive meetings must abide by Article 4.6 of the Association bylaws. A Director or Officer is considered "present" and "in person" for purposes of Article 4.6 if they are in attendance for the online meeting.

d. A Director or Officer may request the President call an electronic meeting if an electronic meeting will better facilitate the interests of the Association in circumstances such as, but not limited to, extreme weather, attendance to secure quorum, efficient transaction of business, etc. The President will exercise reasonable judgment when deciding on the request for an electronic meeting of the Board or Executive.

ARTICLE 5: DUTIES OF EXECUTIVE OFFICERS

5.1 Duties of the President

a. The President shall:

i. Supervise the affairs of the Board;

ii. Supervise the other Officers in the execution of their duties;

iii. Arrange the time, place and the agenda for all General and Special Meetings of the Association, Board meetings, and Executive meetings.

iv. Preside at all meetings of the Board of Directors, Executive and/or Membership;

v. Ensure a report of all activities of the Association, including an audited financial report and reports of activities of the Board, Committees, and Sub-Committees, is included on the Annual General Meeting and/or Semi-Annual General Meeting agenda as specified by these bylaws;

vi. Act as the spokesperson for the Association, unless spokesperson duties on a specific matter are delegated to an alternate person by resolution of the Board;

vii. Sign all Association documents requiring the President's signature;

viii. Subject to the authorities of the Board, the President shall, as necessary, provide oversight to the operations of the Association;

ix. In the event of an inability by any other Officer to perform his or her duty or duties due to illness or temporary absence, the President may temporarily assign such duty to any other Officer during the period of inability to perform; and

x. Perform all duties incidental to the Office of President and carry out other duties assigned by the Board.

5.2 Duties of the Vice-President

a. The Vice-President shall:

i. Fill in for the President at meetings, events, or other responsibilities of the President when requested by the President;

ii. Sign all Association documents requiring the Vice-President's signature;

iii. Assume the role of President of the Association if the President resigns, requires a temporary leave of absence, or is removed by the Board prior to the end of his or her term; and

iv. Perform all duties incidental to the Office of Vice-President and carry out other duties assigned by the President or the Board.

5.3 Duties of the Treasurer

a. The Treasurer shall:

i. Make sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company approved by the Board;

ii. Make sure annual Membership fees are collected as levied by the Association and deposited;

iii. Make disbursements and investments of the Association's funds in accordance with the directions of the Board and these bylaws;

iv. Keep proper accounting records of the financial affairs of the Association;

v. Sign all Association documents requiring the Treasurer's signature;

vi. Present regular reports of the financial position of the Association to the Board as directed by the Board;

vii. Be responsible to oversee the duties and performance of the auditor of the Association appointed pursuant to Article 2.6;

viii. Make sure a review of the financial position of the Association is prepared and presented to the Annual General Meeting by the duly qualified accountant appointed by the Membership;

ix. Be responsible for the oversight of all required tax filings and file all statements required to ensure the ongoing status of the Association under the *Income Tax Act (Canada)*; and

x. Perform all duties incidental to the Office of Treasurer and carry out other duties assigned by the Board.

5.4 Duties of the Secretary

a. The Secretary shall:

i. Attend all meetings of the Association, the Board and the Executive and keep accurate minutes of the same. In case of the absence of the Secretary, the duties will be discharged by such Officer as may be appointed by the President;

ii. Have charge of all the official correspondence of the Association, with responses under the direction of the President and the Board;

iii. Keep a current list of all the Members of the Association and Board as required by these bylaws and the *Societies Act*;

iv. Retain the seal of the Association in the Registered Office of the Association, unless the Board directs otherwise;

v. Be custodian of the Association's records;

vi. Sign all Association documents requiring the Secretary’s signature;

vii. Send notices of the various meetings, as required, and see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

viii. File the annual statement of the Association, changes in the Directors of the organization, amendments to the bylaws, and other incorporating documents with the Corporate Registry and as required by applicable Statutes; and

ix. Perform all duties incidental to the Office of Secretary and carry out other duties assigned by the President or the Board.

ARTICLE 6: FINANCES AND FINANCIAL RECORDS

6.1 Banking and Financial Accounts

a. All funds of the Association shall be deposited in an accredited banking institution, authorized by the Board, to an account in the name of the Association.

6.2 Signing Authority

a. The signing authorities for financial purposes and any contracts or agreements shall be any two of the President, Vice-President, Treasurer, and/or Secretary of the Association.

b. The Board, from time to time and by resolution of the Board, may deem it necessary to add another person to the list of those eligible to sign on behalf of the Association.

c. No one with signing authority for the Association shall sign a cheque payable to themselves, their business or other entity in which they have a financial interest, an immediate family member, or to the business or other entity in which an immediate family member has a financial interest.

6.3 Financial Year

a. The fiscal year end of the Association shall be May 31 each year.

6.4 Transparency of Books, Accounts, and Records

a. The books, accounts and records of the Association shall be audited at least once each fiscal year by a duly qualified accountant appointed for that purpose.

b. A complete and proper financial statement shall be presented by such duly qualified accountant to the Annual General Meeting of the Association.

c. The books, accounts, and records of the Association may be inspected by any Member of the Association at any time upon giving five business days notice and arranging a time satisfactory to the Officer or Officers having charge of same.

d. Each Director shall have timely and reasonable access to the Association's books, accounts, and records.

6.5 Borrowing of Funds

a. For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payments of money in such a manner as the Board deems necessary as prescribed by the Board of Directors by bylaw, resolution, or other object.

b. The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members.

ARTICLE 7: TRANSACTION OF THE AFFAIRS OF THE SOCIETY

7.1 Registered Office

a. Until changed in accordance with the *Societies Act*, the Registered Office of the Association shall be Olds Minor Hockey Association, B 5133 – 52 Street, in the Town of Olds, in the Province of Alberta.

b. Subject to the provisions of the *Societies Act*, the Association may, by resolution of the Directors, change from time to time the place where the Registered Office of the Society is to be situated.

7.2 Seal of the Association

a. The Board may adopt a seal as the Seal of the Association.

b. The corporate seal shall be retained in the Registered Office of the Association by the Secretary of the Association, unless the Board directs otherwise.

c. The Seal of the Association will only be used by Officers of the Association, unless a motion of the Board explicitly authorizes the use of the seal in accordance with these Bylaws.

ARTICLE 8: AMENDMENTS

8.1 Repeal or Amendment of Bylaws

a. These bylaws may be repealed, amended or added to by a Special Resolution at any meeting of the Membership of the Association.

b. The twenty-one days' notice of the meeting of the Membership of the Association must include details of the proposed Special Resolution to change the bylaws.

c. The revised bylaws take effect when accepted by the Registrar with the Corporate Registry of Alberta.

ARTICLE 9: DISPUTE RESOLUTION

9.1 Dispute Resolution Process

a. If a dispute or controversy among Members, Directors, Officers, or volunteers of the Association arising out of or related to the Articles or Bylaws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, such dispute or controversy shall be settled by a process of dispute resolution as prescribed by these bylaws.

b. The parties shall first meet in good faith with an ad hoc Committee of the Board to negotiate a resolution of the dispute. The Committee shall:

   i. Be comprised of Directors who do not have any direct involvement or a conflict of interest in the dispute;

   ii. Have a minimum of three Directors, but not exceed five Directors; and

   iii. Disband at the conclusion of the dispute.

c. If a resolution cannot be obtained after fifteen days of this meeting, the dispute shall then be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or, if applicable, the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in attempt to mediate a resolution between the parties.

d. The number of mediators may be reduced from three to one or two, upon agreement of the parties.

e. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitration Act,* or as otherwise agreed upon by the parties to the dispute.

f. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of the terms of settlement. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

g. All costs of the mediators appointed by this section shall be borne equally by the parties to the dispute or the controversy. The arbitrators may award costs as they determine appropriate.

ARTICLE 10: DISSOLUTION

10.1 Distribution of Assets

a. Upon dissolution of the Association, any assets remaining after paying all debts and liabilities shall be disbursed to STARS Air Ambulance, Charitable Registration #895094761RR001, or, in the event this organization is not a registered charity at the time of dissolution, any registered charity with a similar object as determined by a resolution of the Board of Directors.

b. In no event do any Members receive any assets of the Association.

ARTICLE 11: GENERAL PROVISIONS

11.1 Name of the Organization

a. The name of the organization shall be Olds Minor Hockey Association.

11.2 Standards and Practices

a. The Association will always operate with the highest possible standard of ethics and integrity.

b. The lack of a statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a statutory rule, law or regulation prescribing a lower level of ethics or integrity, does not reduce the Association's obligations under Article 11.2.a.

c. The Association shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to its purposes.

d. The Association is a member of Hockey Alberta and subject to the Constitution, Bylaws, Rules and Regulations of Hockey Alberta and its governing organization, Hockey Canada.

11.3 Severability

a. The provisions hereof shall be deemed independent and severable and the invalidity in whole or in part of any bylaw does not affect the validity of the remaining bylaws, which shall continue in full force and effect as if such invalid portion had never been included therein.