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Article 1 – Name

- 1.1 The organization shall be called the “Foothills Minor Hockey Association”, hereinafter referred to as the FMHA.
- 1.2 The FMHA was incorporated under the Societies Act of the Province of Alberta on October 15, 1978.

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Article 2 – Fiscal Year

2.1 The Fiscal year of the FMHA shall be from May 1 to April 30th of the following year.

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Article 3 – Membership

- 3.1 A person becomes a member of the Association when they have paid a registration fee and/or is a member of coaching staff, a manager, an Active Supporting Volunteer (as determined by the Board) or a parent/legal guardian of a player in good standing who is currently registered with FMHA.
- 3.2 The annual membership fee shall be an amount as determined from time to time by resolution of the Board of Directors.
- 3.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 3.4 Any member upon a majority vote of the Board of Directors may be expelled from membership for any cause which the FMHA may deem reasonable including, but not limited to failing to abide by FMHA By-Laws, Rules and Regulations.

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Article 4 – Board Of Directors

- 4.1 The FMHA shall be governed by the Board of Directors (the “Board”).
- 4.2 The Board shall be empowered to conduct the business of the FMHA on behalf of its Members and, subject to the limitations contained herein, to make such decisions and to carry out such actions as it considers necessary as stated in the *Objectives* (amended 08/2013) of the FMHA.
- 4.3 Board members will be elected from the general membership at the AGM by general nomination and vote; positions will be appointed at the subsequent board meeting from the elected members by the Board of Directors.
- 4.4 The Executive Committee of the Association (the “Executive”) shall consist of the Officers of the FMHA. The Executive shall have the authority, as delegated by the Board of Directors from time to time, to conduct the business of and make decisions regarding, the affairs of the FMHA. The Officers of the FMHA (the “Officers”) shall be comprised of the following:

- President
- Immediate Past President
- Vice President
- Treasurer
- Secretary

- 4.5 The Directors of the FMHA shall be as follows:

- Equipment Director
- Director of Development
- Referee Mentor
- CAHL Director
- Six (6) Divisional Directors (Intitiation, Novice, Atom, Peewee, Bantam, Midget)
- Foothills AA Bisons Director

- 4.5.1 FMHA will hire an Operations Manager to run the day to day operations of the association as outlined in yearly contract. This position will be filled on a yearly basis and the contract will be awarded by the Executive Committee. The Operations Manager will be a Director at Large and a non-voting member of the Board of Directors.
- 4.6 A member must have previously served on the FMHA’s Board of Directors for one (1) complete fiscal year in order to be elected President or Vice-President.
- 4.7 No Officer or Director shall receive remuneration for his/her position except for the position of the Operations Manager.
- 4.8 Term of Office

The Executive and Directors (excluding the Operations Manager) shall all hold office for two (2) consecutive fiscal years, with the exception of the Immediate Past President who will remain a member of the Board of Directors and of the Executive Committee until he/she is no longer the Immediate Past President. To ensure continuity of the Executive Committee, the President and Secretary shall be nominated on even years and the Vice-

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President and Treasurer shall be nominated on odd years. The latter clause of this Article (4.8) takes precedence over the Executive Officers length of term being a span of 2 years.

The President becomes the Immediate Past President as soon as a new President is elected. The Immediate Past President will remain, without the necessity of an election by the Members of the FMHA or of the Board of Directors and Executive Officers for as long as he/she expresses his/her consent to the Board of Directors at least fifteen (15) days before the General Meeting or until such time the President's two (2) year term expires.

4.9 Filling of Vacancies

In the event that the President is unable to perform the required duties, the Vice-President will assume the position of President for the balance of the term or until the next General Meeting of the FMHA, whichever event first occurs.

In the event that the Vice-President cannot assume the President's position, or in the event that any other Member of the Executive Committee withdraws or is removed from the Executive Committee, or should an Executive Committee position not be filled by an election of the general membership at a General Meeting of the FMHA, then the Executive Committee shall elect a Member from the general membership to fill the vacancy until the next General Meeting of the FMHA, notwithstanding that a Member must have previously served on the FMHA's Board of Directors for one complete fiscal year in order to be elected President or Vice-President. Any such Executive position filled will be up for election at the next General Meeting with the balance of the length of the term for the position decided in accordance with the time limitations in Article (4.8).

In the event of the resignation or revocation of a Directors position, the FMHA Board of Directors can appoint a member in good standing from the general membership to fill the position or assign the responsibilities of that position to an existing member of the Board until the next General Meeting.

4.10 A special meeting can be petitioned for the purpose of removal of a Director or Officer. A 75% majority vote of the general membership present at a Special Meeting is required.

4.11 The Board shall have the authority to revoke a Director's position in the event a Director is absent for three (3) duly constituted Board meetings, having due regard for the nature of the Director's absence. A Director's position may be so revoked by majority vote of a duly constituted Board meeting.

4.12 Directors may not hold positions on Executive committees of the CAHL or Hockey Alberta.

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Article 5 – Duties Of The Officers And Directors

5.1 President

- 5.1.1 At the organizational meeting of the new Board of Directors following the General Meeting, ensure that Directors are familiar with their role and various Committees of the Board are established on a democratic basis.
- 5.1.2 Call Board Meetings of the FMHA in accordance with Article 8 of the bylaws; ensure agendas are prepared and a proper record of proceedings is maintained.
- 5.1.3 Call General Meetings of the FMHA in accordance with Article 6 of the bylaws; ensure agendas are prepared and a proper record or proceedings is maintained.
- 5.1.4 Liaise with the Executive, Directors and Committees, ensuring that the business of the FMHA is conducted in a prudent, organized and efficient manner.
- 5.1.5 Along with the Treasurer and Vice President, act as a signing authority for the FMHA's banking matters.
- 5.1.6 Have general oversight of the affairs of the FMHA.
- 5.1.7 Serve on all Committees as an ex-officio Member.
- 5.1.8 Be familiar with the terms and provisions of the By-Laws of the FMHA and identify needs for revision or change.
- 5.1.9 Present, with input from Directors, an annual report of the FMHA at the General Meeting called for that purpose.
- 5.1.10 Be familiar with the Rules and Regulations of the Central Alberta Hockey League (C.A.H.L.).
- 5.1.11 Be familiar with the By-Laws and Regulations of Hockey Alberta.
- 5.1.12 Shall represent the FMHA at Hockey Alberta Meetings, or assign a designate.

5.2 Vice President

- 5.2.1 Assume the duties and responsibilities of the President in his or her absence.
- 5.2.2 Assume duties and responsibilities as delegated by the President from time to time.
- 5.2.3 Along with the President and Treasurer, act as a signing authority for the FMHA's banking matters.
- 5.2.4 Assume the role of the Chairperson for the Disciplinary Committee, unless in a conflict situation, whereas the guidelines in Article 13 shall be followed.

5.3 Treasurer

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- 5.3.1 Be a signing authority, along with the President or Vice-President, for the FMHA's banking matters.
- 5.3.2 Maintain the accounting records of the FMHA in a businesslike manner.
- 5.3.3 Promptly deposit all funds in a bank account in the name of the FMHA, and promptly pay all approved bills and accounts of the FMHA when due.
- 5.3.4 Prepare financial statements summarizing the FMHA's financial position and results on a monthly basis throughout the year, and submit same for Board approval.
- 5.3.5 Submit the accounting records of the FMHA to a duly qualified auditor (Chartered Accountant, Certified Management Accountant or Certified General Accountant) for an annual compilation.
- 5.3.6 Present the annual financial statement for approval at a duly constituted General Meeting of the FMHA, no later than six (6) months after the end of the FMHA's fiscal year.
- 5.3.7 Liaise with all representatives, Directors and Committees identifying and dealing with actions and plans that will impact the FMHA's financial affairs.
- 5.3.8 The Treasurer shall, if and when necessary, arrange for bank borrowings or other credit arrangements to finance the expenditures of the FMHA. Provided that in the event such borrowings are to cumulatively exceed \$5,000 at any point in time, such excess borrowing or credit shall require the approval of a 75% majority at a duly constituted Board meeting. And further provided that if such borrowing are to cumulatively exceed \$25,000 at any point in time, such excess borrowing or credit shall require the approval of a 75% majority at a duly constituted General Meeting.
- 5.3.9 Ensure all taxation matters (e.g.; GST, income tax, etc.) are dealt with and any required appropriate filings are made on time.
- 5.3.10 Ensure that any required annual returns for the FMHA (e.g. Consumer and Corporate Affairs – Annual Return) are filed on an annual basis.
- 5.3.11 The Treasurer should have accounting knowledge and background.
- 5.3.12 Review with Executive the insurance policies carried by the FMHA and ensure that the policies are maintained and that the premiums are paid on a yearly basis having due regards to premium deadlines.

5.4 Secretary

- 5.4.1 In consultation with the President, prepare an agenda for each meeting of the FMHA and, for Board meetings, ensure that all Members of the Board have a copy of the agenda prior to each meeting.
- 5.4.2 Prepare minutes of the proceedings at all meetings of the FMHA and, for Board meetings, circulate copies of same to all Board Members on a timely basis.

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- 5.4.3 Maintain the minute book for the FMHA ensuring that copies of all minutes and other relevant documentation are retained therein.
- 5.4.4 Maintain a listing of Board of Directors and Committees, and ensure that this listing is available to all members.
- 5.4.5 Review all correspondence received from the Hockey Alberta and participant leagues and refer contents of same to appropriate individuals within the FMHA on a timely basis. Refer all Hockey Alberta correspondence to the President.
- 5.4.6 Prepare and send correspondence on behalf of the FMHA as necessary. Maintain a file of all FMHA's correspondence.
- 5.4.7 Assist Directors with preparation of reports.
- 5.4.8 The Secretary will maintain written record of all current rules, regulations and guidelines and post PDF format on the association website. The Secretary is responsible for updating the rules, regulations and guidelines after each Board Meeting, Special Meeting and General Meeting or from time to time as additions, deletions and amendments are made.
- 5.4.9 Have control over the FMHA's mailbox at the Post Office; get FMHA's mail on a regular basis and forward mail to the appropriate individuals within the FMHA.

5.5 Immediate Past President

- 5.5.1 Assume duties and responsibilities as delegated by the President from time to time.
- 5.5.2 Ensure continuity on all matters relating to the FMHA administration.

5.6 Removed May 24, 2017

5.7 Divisional Directors

Up to six (6) Divisional Directors shall be appointed for the following divisions: Initiation, Novice, Atom, Peewee, Bantam, Midget and Female.

- 5.7.1 Have general oversight for the organization of teams within the divisions.
- 5.7.2 Co-ordinate the ranking and team placements of all players during the evaluation process at the beginning of each hockey season, having due regard for the skill and ability level of all players.
- 5.7.3 The Divisional Directors shall have input on all disputes and discipline provided he or she is without conflict with respect to the dispute in question. In addition, the Divisional Directors cannot have a close relative (i.e. son/daughter-nephew/niece) playing in the division they are coordinating.
- 5.7.4 In conjunction with the Coaches and Managers, coordinate the affiliations of all players within their Divisions.

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- 5.7.5 Monitor the progress of teams throughout the season bringing reports forward to the Board on a monthly basis.
- 5.7.6 Liaise with the Coach Director ensuring that all recruited coaches are certified accordingly for each team. Unless in a conflict position, participate in any coach selection decision for the division.
- 5.7.7 Attend initial team meetings with players and parents to observe the team's goals and objectives for the upcoming season and confirm FMHA's Rules and Regulations.

5.8 Equipment Director

- 5.8.1 Be responsible for purchasing equipment, maintaining an inventory record, and arranging repairs as needed.
- 5.8.2 Bring forward budgets for equipment requirements and, in conjunction with the Treasurer, ensure that adequate funds are budgeted for this purpose.
- 5.8.3 Establish and maintain a record of equipment provided to each team.
- 5.8.4 Whenever practically possible, use local suppliers for equipment requirements.
- 5.8.5 At the end of each hockey season ensure that all equipment belonging to the FMHA is returned and safely stored.

5.9 Removed May 24, 2017

5.10 Director of Development

- 5.10.1 Oversee the development programs for coaches and players within the FMHA working in conjunction with relevant committees.
- 5.10.2 Conduct an assessment of the need for coaches at the various divisions and conduct an effective coach recruitment program. In conjunction with the Board, establish guidelines outlining the experience and training requirements for coaches at the various divisions.
- 5.10.3 Chair coaches meeting prior to start of season league games, to provide updates to League & Hockey Alberta rules and guidelines. Monitor the progress of coaches throughout the year and bring forward reports to the Board from time to time. Act as liaison between teams and Coach Mentors, to promote the Hockey Alberta Coach Mentorship program within the FMHA. Bring Member concerns forward to Coach Mentors to enable their support of team officials in resolving issues and improving the overall level of coaching within the FMHA.
- 5.10.4 In conjunction with relevant committee, implement clear goals and objectives for annual player and coach development. This includes - but is not limited to - organizing

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player skills clinics, organizing coach and volunteer workshops and clinics, developing and implementing a dry-land training program, and delivering parent education programs.

5.10.5 Propose an annual budget necessary for player and coach development.

5.10.6 Organize and schedule ice times in liaison with the Operations Manager for clinics and provide Community Liaison Committee the clinic details to update and post on FMHA website for registering participants.

5.11 Removed May 24, 2017

5.12 C.A.H.L Director

5.12.1 Shall represent the FMHA as C.A.H.L. Director, attend C.A.H.L. meetings and represent FMHA to C.A.H.L. and vote on FMHA's behalf to C.A.H.L.

5.13 Operations Manager

5.13.1 The duties of the Operations Manager shall be outlined in a yearly contract executed by the Executive Committee.

5.13.2 The Operations Manager will report directly to the Executive Committee.

5.14 Foothills AA Director

5.14.1 The Director shall reside on the AA Committee and attend meetings of the Committee

5.14.2 Will liaise with the Executive, Directors and FMHA Committees, ensuring that the business of the FMHA and the AA Committee is conducted in a prudent, organized, and efficient manner.

5.14.3 Shall facilitate communications between both FMHA and the AA Committee, representing the requests of either party at their respective Board and Committee meetings.

5.14.4 Provide summary reports of Committee activities, events, and other such items to FMHA Board during regular Board Meetings.

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Article 6 – General Meetings of the FMHA

- 6.1 The Association shall hold its annual meeting on or before the 31st day of May each year. A duly constituted General Meeting shall be a meeting:
- for which notice has been published at least twice (2) in a local newspaper on dates which are at least three (3) weeks and two (2) week, respectively, prior to the date of the General Meeting and/ or emailed and posted on the FMHA website.
- 6.2 The President, or his or her nominee, shall preside over General Meetings of the FMHA and, having due regard for conventional rules of order, conduct the meeting.
- 6.3 The purpose of the General Meeting is to ensure that all Members having an interest in the FMHA have the opportunity to vote on the following:
- (i) proposed amendments to the FMHA's By-Laws; and
(ii) election of the Board of Directors
- 6.4 A minimum of twenty five (25) members in good standing must be present for a quorum at the General Meeting.

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Article 7 – Special Meetings Of The FMHA

- 7.1 Special Meetings of the general membership may be called by the President:
- (i) at his or her discretion
 - (ii) upon written request of any three (3) Board members of the FMHA
 - (iii) or upon written request of any 25% of the Members of the FMHA
 - (iv) a minimum 7 days written notice will be provided to all members in good standing via email and/or posting on FMHA website, with the exception of a Special Meeting called for a Special Resolution vote per Article 9. The notice will include the time, location and object of the meeting
- 7.2 A minimum of ten (10) members in good standing must be present for a quorum at a Special Meeting.

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Article 8 – Board Of Directors Meetings

8.1 The FMHA Board of Directors will meet the first Thursday of each month.

In the event of a date conflict, the meeting may be canceled or changed at the discretion of the President, and with written notice to the Board.

8.2 The President may call a meeting of the Board, outside of the standing monthly meeting:

(i) At his or her discretion; or

(ii) Upon written request by any Board Member

For which notice, either verbal or written, has been provided to each Board Member with 48 hours notice

8.3 A minimum of 50% plus 1 (majority) of the current Board Members must be present for a quorum at a Board of Directors meeting.

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Article 9 – Voting

- 9.1 A vote on any matter to come before a Board or General Meeting, other than a change to the FMHA's By-Laws or objectives (Article 11), shall be carried by majority vote of those present and eligible to vote.
- 9.2 Only one vote is allowed per family, regardless of the number of positions they hold as Board members at General or Special Meetings.
- 9.3 There shall be no votes by proxy other than in the case of a Special Resolution (Article 11).
- 9.4 The President, in all meetings of the Board of Directors, Executives, and Committee Meetings will participate in a vote only to break a tie. The President is however, allowed to vote at the General Meeting.

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Article 10 – Financial

- 10.1 For the purpose of carrying out its objectives, FMHA may borrow or raise or secure the payment of money by such means as the issue of debentures, but this power shall be exercised only under the authority of the society and in no case shall debentures be issued without the sanction of a special resolution of FMHA.
- 10.2 A person(s) or firm qualified to do so as designated by the Board shall make an audit of the financial transactions of the association at the end of each fiscal year.
- 10.3 The books and records may be inspected by any member at the AGM or at anytime with reasonable notice, at a time convenient for those having charge of the same. Each member of the Board shall at all times have access to such books and records.

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Article 11 – Amending The By-Laws Or Objectives

- 11.1 In the future the bylaws can only be changed by “special resolution” of the members defined by the Societies Act of Alberta.

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Article 12 – Rules, Regulations & Guidelines

- 12.1 The Board may adopt, rescind or amend rules, regulations and guidelines, other than those contained in the By-Laws, which will govern the conduct of players, coaches, referees and others involved in the FMHA.
- 12.2 A written record of all current rules, regulations and guidelines is to be maintained and provided to the membership by the Secretary of the FMHA who will be responsible for updating the rules, regulations and guidelines after each Board Meeting, Special Meeting and General Meeting or from time to time as additions, deletions and amendments are made.

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Article 13 – Disciplinary Matters

- 13.1 Any disciplinary matter involving the conduct of a player, coach, team official, or any other individual whose conduct falls under the jurisdiction of the FMHA, shall be dealt with by an ad-hoc Discipline Committee which shall be established by the Board in accordance with the provisions of this Article.
- 13.2 The Discipline Committee shall consist of not less than two (2) Members of the Executive, which includes the FMHA Vice-President who shall chair the Discipline Committee as per By-Law Article (5.2.5), and such other Members as the Board deems appropriate.
- 13.3 If the disciplinary matter involves a player, the relevant Divisional Director shall sit on the Discipline Committee.
- 13.4 If the disciplinary matter involves a coach, the Coach Director shall sit on the Discipline Committee.
- 13.5 Notwithstanding the above provisions, any individual in a position of conflict shall not sit on a Discipline Committee.
- 13.6 The Chairman of the Discipline Committee shall only vote on a matter coming before the Committee in the event of a tie-vote among the other Members of the Committee.
- 13.7 The proceedings of all Discipline Committees shall be held in the strictest of confidence and any record of proceedings of a Discipline Committee shall be maintained in the personal possession of the Secretary of the FMHA in the strictest of confidence.
- 13.8 At the end of each hockey season the Executive shall review the subject matter dealt with by each Discipline Committee established during the course of the year, and provided that there are no matters of an ongoing nature, prepare a summary of all disciplinary matters dealt with during the year, without reference to names, but including a description of the matter dealt with and details of any disciplinary action taken.
- 13.9 In the event the individual that will be subject to the decision of the Discipline Committee is under the age of eighteen (18) years, a parent or guardian of such individual shall be entitled to attend with him or her at any hearing. In all other cases, other individuals will only be allowed to attend during the proceedings of the Disciplinary Committee at the discretion of the Committee Chairman.

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Article 14 – Appeals

- 14.1 An Appeal Tribunal may at the request of any involved party, review decisions of the FMHA, at a cost of \$100.00. If the appeal is upheld, the \$100.00 fee is refunded, otherwise the funds go into the FMHA general fund account.
- 14.2 The Appeal Tribunal shall consist of one (1) Member of the Executive, one (1) Member at large appointed by the President, and a third individual mutually selected by the first two (2) Members of the Appeal Tribunal.
- 14.3 Individuals directly involved with the matter of the appeal will not be eligible to sit on the Appeal Tribunal.
- 14.4 The Appeal Tribunal will review the written submission of any appellant who has been impacted by a decision of the FMHA.
- 14.5 The Appeal Tribunal will respond to the appellant's request within (7) seven days of receiving the appeal unless the matter of the appeal is extremely time sensitive, in which case the Appeal Tribunal will attempt to deal with the matter as soon as practically possible.
- 14.6 The proceedings of the Appeal Tribunal shall be dealt with in the same manner as provided for in Article 13 with respect to disciplinary matters.
- 14.7 The majority decision of the Appeal Tribunal shall be final and binding.

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Article 15 – Society Seal

15.1 The FMHA shall not have a Society Seal.

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Article 16 - Removed May 24, 2017

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These Bylaws have been adopted by the Board of Directors of the Foothills Minor Hockey Association on the 22nd day of April, 2014 and approved by the membership of the FMHA on the 28th day of May, 2014, and are now officially recognized Bylaws of the Association.

Signature Date: _____ 2014

Signature – President

Address - President

Signature - Vice President

Address - Vice President

Signature - Secretary

Address - Secretary

Signature - Treasurer

Address - Treasurer

Signature - Witness

Address - Witness