

NIAGARA FALLS MINOR HOCKEY ASSOCIATION

By-Law Number One

NIAGARA FALLS MINOR HOCKEY ASSOCIATION

CONSTITUTION AND BY-LAWS

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NIAGARA FALLS MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Niagara Falls Minor Hockey Association.

BE IT ENACTED as a By-law of Niagara Falls Minor Hockey Association as follows:

1. DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means Niagara Falls Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (b) "Board" means the Board of Directors and Officers of the Association;
- (c) "CHA" means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
- (d) "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;
- (e) "Director" means an individual who has been elected to the Board of Directors of the Association;
- (f) "Letters Patent" means the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (g) "Officers" means the individuals who hold the offices enumerated in Article 11;
- (h) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (i) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (j) "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;
- (k) "NFMHA" means Niagara Falls Minor Hockey Association;
- (l) "Members" means all classes of membership in the Association as provided for in section 5.

1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

2. REGISTERED OFFICE AND SEAL

- 2.1 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.
- 2.2 The registered head office of the Association shall be in the in the City of Niagara Falls, in the Province of Ontario, which is located upstairs above the Jack Bell Arena and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada as the Board may deem expedient by resolution.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop, and promote minor ice hockey for the youth of the City of Niagara Falls in the Province of Ontario, including:
- (a) The opportunity for all eligible individuals to participate in recreational house league ice hockey and to provide community-based programs, which will allow a player to participate in an environment for fun, physical exercise, and fair play;
 - (b) The development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
 - (c) To instil in all players, coaches, managers, and members associated with the NFMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority, and team play;
 - (d) ***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. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA, OHF, and CHA;
 - (b) The Association shall operate in cooperation with the Recreation and Parks Department of the City of Niagara Falls, in the Province Of Ontario.

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- (a) Active Membership;
 - (b) Parent/Guardian Membership;
 - (c) Honourary Lifetime Membership.

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility:

(a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors, coaches, managers, and trainers appointed for the current season, and all registered players who are at least 18 years of age. **Members in this classification will be allowed one vote per person.**

(b) Parent/Guardian Membership:

Parent/Guardian members shall include a parent or legal guardian who has a child registered in Niagara Falls Minor Hockey and is a resident of the City of Niagara Falls, in the Province of Ontario or a resident of Niagara Falls Minor Hockey's registered AAA Zones.

(c) Honourary Lifetime Membership:

Honourary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. 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 by a majority vote of the Board of Directors.

Honourary Members will have no vote but may attend members meetings and by invitation, meeting of the Board and Committees of NFMHA.

(d) 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 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 represent. 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.

6.2 Membership List:

Subject to Section 6.3e herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honourary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year:

Unless otherwise determined by the Board, every Membership, other than Honourary Lifetime Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

- (a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;
- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members;
- (c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations, or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing;
- (d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members 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 a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken;
- (e) Record Date. Individuals, who are members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to a vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members:

The Annual General Meeting shall be held each year within the last 10 days of the month of May, at a time, place, and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting:

- (a) Approval of the agenda;
- (b) Approval of the minutes of the previous meeting of the Membership;
- (c) Receiving reports of the activities of the Association during the preceding year;
- (d) Receiving information regarding the planned activities of the Association for the current year;
- (e) Receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- (f) Appointment of the Auditor for the ensuing year;
- (g) Consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- (h) Transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on April 15th, immediately preceding the Annual General Meeting;

- (i) Election of the new Board.

7.2 Additional General Meetings of Members:

In addition to the Annual General Meeting and the Fall General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice:

(a) Annual General Meeting:

Notice of the Annual General Meeting to be held within the last 10 days of the month of May in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be distributed to all Members by means of a Newsletter to be issued prior to the end of February of the current season. Such notice shall be posted in all Association Arenas at least thirty (30) days prior to the date of the Meeting.

(b) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be mailed to the Custodial Parent address recorded in the records of the Association. Such notice shall be posted in all Association Arenas within at least fifteen (15) days prior to the date of the Meeting.

(c) Error or Omission in Notice:

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at 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 any such Meeting.

7.4 Quorum:

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 25 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

- (a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- (b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- (c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by

the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments:

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(s) from which such 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. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the President and both Vice-Presidents, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Composition:

Eligibility:

(a) Director:

- (i) Shall be eighteen (18) or more years of age;
- (ii) Shall not be an undischarged bankrupt or of unsound mind;
- (iii) Shall be a Member of the Association at the time of his or her election or appointment;
- (iv) Shall remain a Member of the Association throughout his or her term of office.

(b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of 19 elected Directors and Officers and two (2) appointed Directors.

(c) Term of Office:

- (i) The Directors shall be eligible to be elected or appointed for terms of two (2) year each.
- (ii) The term of all incumbent Directors at the date of adoption of this By-law shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to June 30th that follows said meeting.

(d) Rotation of Directors:

In order to establish a rotation of Directors on the board, the following positions will be elected/appointed at the AGM May 2002.

1. President – 2 years – terminates 2004
2. Vice-President – OMHA – 2 years – terminates 2004
3. Vice-President – House League – 2 years – terminates 2005
4. Treasurer – 2 years – terminates 2004
5. Secretary – 2 years – terminates – 2004
6. Seven (7) Directors – 2 years – terminates 2004
7. Seven (7) Directors – 2 years – terminates 2005
8. Referee-In-Chief – (Appointed) – 1 year – terminates 2004
9. Coach Mentor – (Appointed) – 2 years – terminates 2004

e) Change in 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 prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

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 consent given in writing prior to the election or appointment.

9.2 Board Positions:

The Board shall consist of the following;

- (a) Past President – (immediate)
- (b) President – Elected
- (c) Vice President House League – Elected
- (d) Vice President OMHA – Elected
- (e) Treasurer – Elected
- (f) Secretary – Elected
- (g) Directors at Large (14) – Elected
- (h) Directors (2) – Appointed

9.3 Vacancies:

The President will make appointment(s) to fill any vacancy occurring on the Board for the remainder of the current year of the vacated term.

9.4 Termination:

(a) Absenteeism:

The Directors shall vote on all matters dealing with the Association business as to rules, regulations, by-laws, payment of debts, etc. and shall perform the following duties:

Any Director who is absent from two (2) consecutive meetings without giving previous notice to the

Secretary, or any Director failing to carry out responsibility assigned by the President, shall upon request of the President, tender his/her resignation to the Executive.

Any vacancy to the Board shall be filled by appointment by the President by a person who he/she feels will best fill the vacant position. Consideration will be given to the member of the Association having the next highest majority at the preceding Annual Meeting.

(b) By-law

Any Director or Executive who:

- (i) Contravenes the Aims and Objectives of the Association;
- (ii) Acts contrary to the By-law and Rules and Regulations of the Association;
- (iii) Permits, condones, or directs any person to act contrary to the By-law and Rules and Regulations of the Association; shall, upon written notice of motion made to the Executive and to the offending Director or Executive at least twenty-one days prior to the next monthly meeting of the Executive, be called upon to resign from his/her position as Director or Executive. Upon the Director/Executive refusing to resign his/her position, the Executive, may upon a simple majority vote, direct that the said Director or Executive be removed from his/her position and that his/her position be vacated.

(c) Resignation:

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, By-law, Rules and Regulations of the Association, and all applicable laws and regulations.

10.2 Board Meetings:

The Board shall hold regular monthly meetings. The President shall call emergency meetings of the Board as matters demanding immediate attention present themselves. The President shall appoint a member of the Board to act as "Sergeant of Arms" to assist in the governance of the meeting.

10.3 Quorum:

A quorum for a Board Meeting shall be ten (10) Directors. No business of the Board shall be transacted in the absence of a quorum.

10.4 Voting Rights:

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.5 Voting Procedures:

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.6 Conflict of Interest:

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a 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 at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.7 Indemnification of Directors:

Every Director of the Association and his or her heirs, executors, administrators, and estate and effects 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 he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of 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 or 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 in respect of 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 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 may purchase and maintain such insurance for the benefit of its Directors

as the Board may from time to time determine.

10.8 Confidentiality:

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera. Failure to comply may result in disciplinary action up to and including dismissal.

11. OFFICERS & RESPONSIBILITIES OF OFFICERS

11.1 Elected/Appointed Directors:

- (a) The Elected Officers shall be the President, Vice-Presidents, Treasurer, and the Secretary.
- (b) The Appointed Directors shall be the Referee-in-Chief and the Technical Director and shall be appointed following the Annual General Meeting.
- (c) The Duties of the Past President and the fourteen (14) Directors shall be described in Section 11.4.

11.2 Eligibility for Office:

- (a) The President and the Treasurer must have served on the Board for at least two (2) consecutive years immediately prior to election to either of these positions.
- (b) The Association shall endeavour to nominate as Treasurer, a Director who has employment experience and skills in accounting procedures.
- (c) An Executive Member in good standing as defined in Articles 6.1 and 6.3c - Membership who has served at least two (2) consecutive years as an elected or appointed Executive Member can be nominated or elected to the office of Vice President(s) from the floor. Furthermore, an Executive Member in good standing is defined in Articles 6.1 and 6.3c, who has served at least one (1) year as an elected or appointed Executive Member can be nominated or elected to the Office of Secretary.
- (d) The "Executive" of the Association may at their discretion, add to the Association, Officers deemed necessary to operate the Association's business. Each Directorship of the Association shall have a single vote at Executive Meetings. Any and all Executive approved appointments or convenors are entitled to attend and speak at any Executive meeting.
- (e) If for any reason there is no Executive person nominated for the office of President, the Officers elected that year can appoint a chairperson from the elected Officers, who will act as President.

11.3 Term of Office:

The President and Treasurer shall serve a minimum two (2) year term.

*Vice-President – OMHA – two (2) year

*Vice-President – House League – two (2) year

*Secretary – two (2) year

*Immediate Past President – two (2) year – automatic

11.4 Duties:

(a) *PRESIDENT:* The President shall be the Chief Executive Officer of the Association. He/She shall preside at all meetings, as he/she deems necessary. He/She shall rule on any situation not covered in this By-law and shall present the rulings at the following Executive meeting for ratification. He/She shall have the power to delegate the duties of the directors as stated in this Article and to remove from and fill any office of the Association when that office is not performed in accordance with this By-law providing a majority vote of the Executive has been taken. The President shall be responsible for selection of Executive members to form a committee for the recommendation of coaches.

(b) *VICE-PRESIDENT – OMHA:* The Vice-President – OMHA shall be responsible to attend all OMHA meetings along with any other appropriate Travel League Association meetings and shall work together with the OMHA Director and the Ice Scheduler in scheduling games and practices for all Representative Teams. Vice-President – OMHA shall be responsible for forming a Committee to coordinate the March Break Tournament.

(c) *VICE-PRESIDENT – HOUSE LEAGUE:* The Vice-President – House League shall be responsible for the operation of all House Leagues and House League Teams. The Vice-President – House League shall be involved in the selection of Coaches and organization of Drafts. The Vice-President – House League and Ice Scheduler shall be responsible for Ice Hours for games and practices. The Vice-President – House League shall be responsible for forming a Committee to coordinate the Past President's Tournament.

(d) *SECRETARY:* The Secretary shall record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings, Executive Committee Meetings, and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent, and By-law and the Rules and Regulations established by the Board or by the Membership.

The Secretary will ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions, and other corporate records and documents.

The Secretary will be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.

The Secretary will recommend policy to the board regarding internal and external communications of the Association.

The Secretary will ensure that all necessary and appropriate insurance has been purchased.

The Secretary will assist the Registration Committee.

The Secretary will maintain the membership list referred to in Article 6.

The Secretary will carry out duties assigned by the Board, the Executive Committee or the President.

(e) *PAST PRESIDENT:* The Past President shall be available to assist any Director requiring assistance in the completion of his or her functions. The Past President shall carry out other duties as assigned by the Board, Executive Committee or the President.

(f) *TREASURER:* The Treasurer shall receive and disburse the funds of the Association at the discretion of the Executive, who will report to the membership. He/She shall deposit funds of the Association in such Banks as may be approved by the Executive and shall disburse money only on approved accounts. All cheques drawn upon funds of the Association shall require the signature of the Treasurer plus any one of the following: President, Vice-President or Secretary.

He/She shall have an accurate and up-to-date financial report prepared for the monthly Executive Meeting.

He/She shall present to the Auditors appointed by the Executive his/her official books and receipts prior to the first General Membership meeting, for the purpose of an audit.

He/She shall prepare a budget with a committee consisting of the President, Vice-President, Secretary, Ice Scheduler, and Purchasing Agent for the operation of the Association.

He/She shall present this budget to the full Executive for ratification by September 1st of the electing Executive.

(g) *Directors:* The Directors shall vote on all matters dealing with the Association business as to the rules, regulations, payment of debts, etc. and shall perform the duties as appointed by the President.

(h) *Purchasing and Equipment Director:* The Purchasing and Equipment Director shall be responsible to purchase and maintain all necessary records of equipment to operate the Association. The purchase of equipment to operate the Association in excess of \$100.00 will be submitted in a sealed tender basis and opened at an Executive Meeting. The lowest or any other tender may not necessarily be accepted and acceptance of a tender will be approved by the Executive.

The Director shall also be responsible to distribute and receive for storage all equipment of this Association.

The Director will obtain Tenders for all Trophies and Awards.

(i) *Sponsorship Director:* The Sponsorship Director shall be responsible to act as Chairperson of a group consisting of the President, Vice-President, Secretary, and one other Executive Member (selected by the Executive) to obtain all Sponsors necessary to operate the groupings of the Association. They shall perform any special duties assigned to them by the President or his/her appointees. The Sponsorship Director shall also assist the Purchasing and Equipment Director.

(j) *Hockey Development and Resource Director:* The Hockey Development and Resource Director shall be responsible to develop a Hockey Program, and arrange clinics for coaches and trainers. It shall also be the responsibility of the Hockey Development and Resource Director to annually update the Life Membership plaque.

(k) *Fundraising and Banquet Director:* The Fundraising and Banquet Director shall be responsible to act as chairperson of a group consisting of the President, Secretary, and one other Executive Member (selected by the Executive) to coordinate assigned duties as selected by the President with Executive approval. He/She will be responsible for all NFMHA fundraising activities. He/She shall be responsible for all banquet functions.

(l) *Registrar Director:* The Registrar Director shall act as Chairperson of a committee selected from the full Executive to register all players who wish to participate in the programs of the Association.

(m) *Parent Liaison:* The Parent Liaison will be responsible for investigating all inquiries and or complaints from parents and or guardians of players in the Association. He/she shall call meetings as necessary to discuss such inquiries and should invite all parents and/or guardians involved in such inquiry or complaint. He/she shall report the results of such investigations to the Committee of Review. He/she shall also sit on the Committee of Review.

(n) *HOUSE LEAGUE DIRECTORS:*

(i) Instructional and Tyke House League Director

(ii) Novice House League Director

- (iii) Atom House League Director
- (iv) Peewee House League Director
- (v) Bantam House League Director
- (vi) Midget House League Director

The above House League Director(s) shall be responsible to carry out duties as delegated by the V.P. of House League. He/She shall also perform any special duties assigned to him/her by the President or his/her appointees.

(o) *Sergeant of Arms*: The Sergeant of Arms will assist the President in the governance of all meetings. The Sergeant of Arms will interject and regain control of members acting in an abusive/unprofessional manner. The Sergeant of Arms will request members to leave meetings if after two (2) warnings; the member(s) continue to be abusive/unprofessional. The Sergeant of Arms will submit documentation for discipline proceedings and/or progressive discipline. The duties of the Sergeant of Arms shall be in addition to the regular duties of the Board member's position.

12. COMMITTEES OF THE BOARD

12.1 COMMITTEES: The following committees shall be standing committees of the Board of Directors of the NFMHA:

- (a) Coach's Committee;
- (b) Committee of Review;
- (c) Finance Committee;
- (d) Past President's Tournament Committee;
- (e) Ways and Means Committee;
- (f) Communications Committee;
- (g) Policy and Constitution Committee;
- (h) March Break Tournament Committee;
- (i) Such further and other committees as the Executive may be appointed from time to time by special resolution.

12.2 Nothing in this By-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating standing committees by By-law or from establishing such ad hoc committees or sub-committees by Directors resolution as may be desired or required from time to time.

12.3 Coach's Committee:

- (a) To advertise for, obtain, and review applications for the appointment of coaches for each Association team;
- (b) To make such recommendations to the Executive for the appointment of coaches for each Association team.

12.4 Committee of Review:

The jurisdiction of the Committee of Review shall be as follows:

(a) To investigate any complaints, protests, breaches of conduct, breaches of the By-law, Rules and Regulations, or Playing Rules of the Association, or OMHA by any member of the Association including, without limiting the generality of the foregoing, players, coaches, managers, trainers, members of the Executive, and of the Executive;

(b) To report to the Executive the results of such investigation and make recommendations to the Executive with respect to any action to be taken by the Executive with respect to such complaints, protests, and breaches.

12.5 Finance Committee:

(a) The members of the Finance Committee shall comprise of the Treasurer, Equipment Manager, Sponsor Director, Ice Scheduler, Ways and Means Committee Chairman, and such other Members of the Association as may be requested by the Treasurer and approved by the Executive;

(b) The jurisdiction of the Finance Committee shall be as follows:

(i) To prepare the annual budget;

(ii) To supervise and control the purchase of equipment;

(iii) To supervise the rental of ice facilities;

(iv) To supervise obtaining sponsors and fundraising;

(v) To supervise obtaining and administering government financial assistance.

12.6 Past President's Tournament Committee:

Disclaimer: This section was missing from the hardcopy used to create this document on the Internet. This committee is composed of current Board Members with concentration on House League Convenors.

12.7 Ways and Means Committee:

The jurisdiction of the Ways and Means Committee shall be as follows:

(a) To recommend, supervise, and organize fundraising activities of the Association as may be approved by the Executive from time to time;

(b) To coordinate all social and fundraising projects as may be approved by the Executive from time to time.

12.8 Communication Committee:

The jurisdiction of the Communication Committee shall be as follows:

- (a) To prepare and publish a regular Newsletter to the Association members and advise members of the activities of the Association;
- (b) To direct and promote the activities of the Association through available radio, television, newspaper, and other communication media;
- (c) To supervise and ensure the publication of game results of the Association teams in the local newspaper during the Association hockey season;
- (d) To carry out such other functions and activities as may be directed by the Executive from time to time with respect to the promotion of the Association.

12.9 Policy and Constitution Committee:

The jurisdiction of the Policy and Constitution Committee shall be as follows:

- (a) To review from time to time the, By-law and Rules and Regulations of the Association and of the OMHA;
- (b) To recommend to the Executive such amendments as required by the By-law and Rules and Regulations of the Association;
- (c) To advise the Executive and the members of the Association from time to time of changes or amendments to the By-law and Rules and Regulations of the Association and of the OMHA.

12.10 March Break Tournament Committee:

Disclaimer: This section was missing from the hardcopy used to create this document on the Internet. This committee is composed of current Board Members with concentration on Representative Hockey Convenors.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

13.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-law of the Association or by any applicable statute are regularly and properly maintained and any

contracts or agreements are filed for safekeeping.

14. FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 30th day of June in each year.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

The Board shall designate, by resolution, the officers 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 a 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 a trust company;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the 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.

15.2 Deposit of Securities:

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The 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 deposit or the proceeds thereof.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- (a) Borrow money on the credit of the Association;

- (b) Issue, sell, or pledge securities of the Association;
- (c) Charge, mortgage, hypothecate, or pledge all or any 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.

16.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with 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.

17. NOTICE

17.1 Computation of Time:

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

17.2 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 or Member or by the 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 the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Method of Giving Notice:

Whenever, under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Custodial Parent at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

18. PASSING AND AMENDING THE BY-LAW

- 18.1 The Board **and a member in good standing** may recommend amendments to the By-law of the Association from time to time, to the Membership.

- 18.2 If the Board intends to discuss the amendment of the By-law 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-law 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 By-law shall be given.
- 18.3 (a) A By-law or an amendment to a By-law recommended by the Board 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 amendment(s) to the By-law to be presented at the Meeting of the Members.
- (b) A motion to amend the By-law recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-law.
- (d) **Any Amendment to the By-law by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.**
- (e) **All members in good standing shall have access to any proposed amendments to the By-law, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.**

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution/Bylaws/Playing Rules" of the Association are hereby repealed.

19.2 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.

20. RULES OF PROCEDURE

- 20.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King 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-law or other governing documents or laws affecting the Association.

21. EFFECTIVE DATE

- 21.1 This By-law shall come into force without further formality upon its enactment after approval by the

Members of the Association as herein before 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 a General Meeting of the Members of the Association duly called and held at _____ in the City of Niagara Falls, Ontario, and at which a quorum was present on the _____ day of _____, 200_.

Chair

Secretary