

LINDSAY MINOR HOCKEY ASSOCIATION



CONSTITUTION & BY-LAW

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LINDSAY MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

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

BE IT ENACTED as a by-law of Lindsay 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 Lindsay Minor Hockey Association (or such other name as the Association may in the future legally adopt);
 - (b) "Board" means the Board of Directors of the Association;
 - (c) "HC" means Hockey Canada (or such other name as the HC 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" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - (g) "Officers" mean 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) "LMHA" means Lindsay Minor Hockey Association
 - (l) "Members" means all classes of membership in the Association as provided for in section 5.
 - (m) "TC" means Three County Minor Hockey Association or such other name as the TC may in the future legally adopt;
- 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.

1. REGISTERED OFFICE AND SEAL

- 1.1. 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.
- 1.2. The use in any form of the Seal may only be granted by majority vote of the Board of Directors
- 1.3. The registered head office of the Association shall be in the City of Kawartha Lakes, in the Province of Ontario 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.

2. MISSION OF THE ASSOCIATION

- 1.1. The purpose of the Association is to provide an opportunity for every player to play organized hockey according to the rules and regulations
 - a) To instill in the players certain ideals; fair play, discipline, respect for property and authority, the ability to win or lost graciously; to set the cause above great achievements, to love the game above the prize.
 - b) the opportunity for all eligible individuals to participate in organized ice hockey, according to the rules and regulations and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
 - c) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
 - d) to instil in all players, coaches, managers and members associated with the LMHA good sportsmanship, fair play, correct and proper behaviour on and off the ice, respect for property, authority and team play;

3. AFFILIATIONS

- 1.1. The Association shall have the following affiliations:
 - (a) The Association shall be a member of the OMHA, Three County Hockey League and, any other association that the elected members of the LMHA executive may deem appropriate.
 - (b) The Association shall operate in cooperation with the Recreation and Parks Department of the City of Kawartha Lakes.

4. CLASSES OF MEMBERSHIP

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

5. TERMS OF MEMBERSHIP AND ELIGIBILITY

- 1.1. 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 and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

(b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

(c) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors.

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

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 they wish 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.

1.2. Membership List:

Subject to Section 6.7 herein, the Registration Director of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary 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.

1.3. Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary 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.

1.4. Termination

- 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, unless otherwise agreed by the Board 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) The Association shall follow the Dispute Resolution Process as outlined in the OMHA Risk Management Policy. Members whose conduct is considered by the Board to be contrary to the
- e) 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.

1.5. Membership Fees

Each member of the Association who actively participates as a Player shall pay registration fees as shall be established by the Budget Committee and resolved by the Board. No Association member will be allowed on the ice until registration fees are paid in full. Any Player that has paid, but not set foot on the ice and withdraws prior to October 1st is eligible for a full refund less the deregistration fee and fundraising fees.

In the case of a player being forced to resign due to illness or injury, the current Executive Committee will determine the amount of the refund depending on the circumstances. Refunds will not be made if a player is currently under suspension or is awaiting disciplinary action by the Executive or an association league (Three County/OMHA).

1.6. Right to Vote

All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

1.7. 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 notice of or to vote at such General Meeting for which the record date has been established.

6. MEETINGS OF THE MEMBERSHIP

1.1. Annual General Meeting of Members

The Annual General Meeting shall be held each year in the SPRING or at a later date if the situation does not warrant i.e the pandemic, 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 Annual General 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, at least 48 hours prior to the Annual General Meeting;
- i) election of the new Board.

1.2. Additional General Meetings of Members

In addition to the Annual 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.

1.3. Notice

- a) Annual General Meeting:
Notice of the Annual General Meeting to be held in the SPRING 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 posted or e-mailed to all Members at the email address recorded for such Members in the records of the Association. 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 posted in the arena or e-mailed to all Members email addresses recorded in the records of the Association. Such notice shall be posted in all Association Arenas within at least fourteen (14) 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.

1.4. Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of $\frac{2}{3}$ majority vote by members present. 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.

1.5. 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.

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.

1.6. 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.

1.7. Chair:

In the absence of the President and the Vice-President, 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.

7. BOARD OF DIRECTORS

1.1. Composition

(a) 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 remain a Member of the Association throughout his or her term of office.

a) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of 17 elected Directors and 2 or more appointed Directors.

b) Term of Office:

- i) The Directors shall be eligible to be elected or appointed for two (2) consecutive terms of two (2) years each and shall not be eligible for election or appointment to the same Director position for a third (3rd) consecutive two (2) year term, unless approved by the Board.

c) 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.

PROCEDURE FOR ELECTION OF DIRECTORS

1.1. 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. Nomination Forms for the Board shall be available each year from the Secretary by January 31st. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary prior to the election.

1.2. Board Positions:

The Board shall consist of the following elected two year term directors;

- a) President
- b) Past President – “Co-President for the transition year only”
- c) 1st Vice President (OMHA)
- d) 2nd Vice President (TCHL)
- e) Treasurer/ Treasurer Assistant
- f) Secretary
- g) Referee in Chief
- h) Ice Convenor
- i) Registration Director
- j) Supervisor of Coaches, Managers & Trainers
- k) Fundraising & Special Events Chairperson
- l) Tournament Director
- m) Communications Director
- n) Equipment Director

The Board shall consist of the following appointed directors;

- o) Program Development Director
- p) Bookkeeper
- q) Any other director as determined required by the Board.

1.3. Election Procedures:

The Chair of the Nominations and Elections Committee shall post in all Association arenas a listing of all individuals who have been nominated for election to the Board two weeks prior to the Annual General Meeting. Such listing shall identify what position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting. Elections for the following positions will be held in odd numbered calendar years and will be a two-year term commencing in 2021-22. (1st Vice President (OMHA); Treasurer/ Treasurer Assistant; Registration Director; Fundraising Chairperson; Tournament Director; Equipment Director).

Elections for the following positions will be held in even numbered calendar years and will be a two-year term commencing in 2021-22. (President; 2nd Vice-President (TC); Secretary; Ice Convenor; Supervisor of Coaches, Managers and Trainers; Communications Director, Referee- in-Chief).

Each eligible Board member shall live within the association boundaries as determined by OMHA; or have a child registered in the current year.

To be elected to the Board the person nominated must be present at the Annual Meeting. If the person is unable to attend they must delivered to the Secretary a signed letter at least 48 hours prior to the meeting stating their intention to run for the Executive, In the event of illness on the day of the meeting they must contact either the President or Secretary to inform them of their desire to run as a director but is unable to attend due to illness. To be elected the Board the person must be nominated. At the AGM the nominee's will be given the opportunity to present what they will bring to the Association (ideas. Experience, and qualifications) in a verbal presentation, of not more than 2 minutes to the attendees.

1.4. Vacancies:

If a member in a President, 1st Vice President, 2nd Vice President or Treasurer/ Treasurer Assistant position becomes vacant prior to the end of the 2nd term, then a director will be appointed by vote by the current Board to take on the duties of that position. The person elected will remain in that position for the balance/ remainder of the 2-year term, at which time the position will come up for election as normally scheduled.

Any other vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

1.5. Termination

(a) Removal of Director by Membership

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

(b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

(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.

8. BOARD RESPONSIBILITIES

1.1. Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Manual of Operations and all applicable laws and regulations.

1.2. Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, a Vice-President, may from time to time determine. The Board will meet once per month on a day that is acceptable to the members of each new Executive Committee as it is elected. The day of the meeting will be set at the First meeting following the election of the Executive Committee and will remain as set for the whole of the new executive's term. The First meeting following the election of the new Executive shall be a joint meeting comprised both New and Old Executive presided over by the Past President. All Board meetings shall be open meetings and all members shall be permitted to attend. Permission to comment or to raise discussion will be granted by the President (Chairperson) providing either written or verbal application has been made to the President (Chairperson) at least 24 hours prior to the Board meeting stating subject and purpose. The Executive Committee reserves the right to close meetings at their discretion.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

1.3. Notice of Board Meetings

- (a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;
- (b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- (c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

1.4. Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

1.5. Adjournment of Board Meetings

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

1.6. Quorum

A quorum for a Board Meeting shall be 50% + 1 Elected Directors. No business of the Board shall be transacted in the absence of a quorum.

1.7. Voting Rights

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

1.8. 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.

1.9. Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

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.

1.10. 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 wilful 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.

(d) the Association is not financially responsible for any financial loss for any approved fundraising of an individual team.

1.11. Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

Matters discussed at the board level are not to be shared with the general membership until it is agreed by the majority of board members. Any indiscretions of this policy may result in immediate termination from the board.

1.12. Manual of Operations

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, +without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law.

The Manual of Operations should not deal with such things as: fees and dues of members; qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. The Manual of Operations should strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

9. OFFICERS & RESPONSIBILITIES OF OFFICERS

1.1. Elected/Appointed Directors:

a) The Elected Directors shall be the President, 1st Vice-President (OMHA), 2nd Vice President (TC), Treasurer/Treasurer Assistant, Secretary, Ice Convenor, Registration Director, Referee in Chief,

Fundraising & Special Events Chairperson, Supervisor of Coaches, Managers and Trainers, Tournament Director, Communications Director; Equipment Director.

- b) The Appointed Directors shall be assigned responsibilities from the President as approved by the Executive committee and shall be appointed following the Annual General Meeting.
- c) An elected Director shall not hold more than one Office, nor hold the same Office for more than two (2) consecutive two (2) year terms, unless approved by the Executive Committee.

1.2. Assistants to Officers

The Board of Directors may appoint such assistant(s) to Officers of the Association as the Board may determine by Resolution from time to time.

1.3. Eligibility for Office:

- a) The President and Vice President should have served on the Board for at least two (2) 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. If a Treasurer with accounting procedures is not found, the board may opt to hire a bookkeeper.

1.4. Term of Office

The elected Officers shall hold Office until the SPRING Annual General Meeting for the number of years according to section 9.3.

Responsibilities of Directors

a) President:

The PRESIDENT shall:

- (A) act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership, unless another Chairperson has been delegated by the PRESIDENT;
- (B) represent the Association in the Community and be responsible for the complete operation of the Association;
- (C) exercise general supervision of the Association in accordance with Policies determined by the Board;
- (D) have the power to appoint a replacement to any position on the executive when a member resigns, vacates the position or the position is vacant or the member is not fulfilling their duties;
- (E) appoint standing committees with executive ratification;
- (F) be a member of the Budget Committee;
- (G) be a non-voting member of all committees and sub-committees of the association and only cast a vote in the event of a tie;
- (H) report regularly to the board on matters of interest;
- (I) be one of the signing officers of the association and therefore must be bonded;
- (J) implement and enforce all OMHA Risk Management Programs;
- (K) establish and maintain procedures with respect to clearance of all volunteers required to complete a police report or assign to an alternate director;
- (L) carry out volunteer screening as per policy and guidelines;
- (M) attend monthly meetings of the Executive and delegate tasks as necessary.

b) Immediate Past President:

- The Immediate PAST PRESIDENT shall:
- (A) Chair the Nominations and Elections Committee;
 - (B) act as Chairperson of the nominations;
 - (C) be available to assist any Director requiring assistance in the completion of his or her functions;
 - (D) chair meetings when the President or Vice President are not present;
 - (E) responsible for organizing the annual awards day;
 - (F) sit on the Coaches Selection Committee;
 - (G) attend monthly meetings of the Executive and carry out other duties as assigned by the Board, Executive Committee, or the President.
- c) 1st Vice President (OMHA);
The OMHA Vice-President shall:
- (A) assume the duties of the President in the absence for any reason of the President;
 - (B) become PRESIDENT if the President resigns;
 - (C) assist the President in delegating authority to the members of the Association;
 - (D) be a signing officer and therefore must be bonded;
 - (E) be a member of the Budget Committee;
 - (F) be a member of the Coaches Selection Committee;
 - (G) be the primary contact for the OMHA and attend all OMHA Group meetings;
 - (H) attend monthly meetings of the Executive and carry out duties as assigned by the Board, the Executive Committee or the President;
 - (I) monitor adherence by the Board to all existing Policies and inform the Board with respect to
 - (J) any inconsistencies between existing Policies and a proposed policy;
 - (K) serve on the Program Development Committee;
 - (L) be available to assist any Director requiring assistance in the completion of his or her functions.
- d) 2nd Vice President (TC):
The TC VICE PRESIDENT shall:
- (A) assume the duties of the President in the absence for any reason of the President and OMHA Vice President;
 - (B) assist the President in delegating authority to the members of the Association;
 - (C) be a member of the Budget Committee;
 - (D) be a member of the Coaches Selection Committee;
 - (E) be the primary contact for TC and attend all TC Group meetings
 - (F) attend monthly meetings of the Executive and carry out duties as assigned by the Board, the Executive Committee or the President;
 - (G) monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
 - (H) serve on the Program Development Committee;
 - (I) be available to assist any Director requiring assistance in the completion of his or her functions.
- e) Treasurer/Treasurer Assistant:
The TREASURER/ TREASURER ASSISTANT shall:
- (A) keep an accurate, factual and up to date record of all costs, collections, accounts and other matters pertaining to the finances of the Association which shall be subject to annual audit and approval;
 - (B) keep a record of all monies received and disbursed, shall deposit all monies in the bank and shall make disbursements by CHEQUE;

- (C) present at each meeting, a report of the financial position of the Association;
- (D) sit on and be the Chairperson for the Budget Committee;
- (E) be one of the signing officers and therefore must be bonded;
- (F) present a report of the year's operations at the SPRING general meeting and the annual financial statement;
- (G) have a reviewed engagement report of ALL books prepared annually by a Chartered Accountant;
- (H) be the Finance Officer for registration;
- (I) shall be responsible for collecting team fundraising financial statements following any fundraising activities throughout the season;
- (J) attend monthly meetings of the Executive and be prepared to give an accurate financial statement;
- (K) If the board is unable to recruit a qualified volunteer as Treasurer, a bookkeeper could be hired and the Treasurer Assistant position will be filled and will be the liaison between the bookkeeper and the board.

f) Secretary:

The Secretary shall:

- (A) have copies of all books, papers, records, contracts and other correspondence belonging to the Association. Also shall perform all other such duties as required by the Executive;
- (B) take the minutes of every executive meeting, and circulate said minutes to all members of the executive a minimum of ten (10) days prior to the next meeting;
- (C) ensure that written notice be published at least four weeks prior to the date of the Annual General Meeting;
- (D) record notices of motion regarding amendments to the constitution and by laws in a separate book;
- (E) be responsible for publication of a minimum of two (2) newsletters per season to be posted on the website. One letter prior to the spring AGM and one during the summer, which will include upcoming season information;
- (F) be a member of the fundraising & special events committee
- (G) attend monthly meetings of the Executive;
- (H) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- (I) ensure that all necessary and appropriate insurance has been purchased;
- (J) carry out duties as assigned by the Board, the Executive Committee or the President.

g) Assistant to the 1st Vice President

The Assistant to the 1st Vice President shall:

- (A) ensure that all O.M.H.A. players are playing in their correct age group;
- (B) help find coaches and managers for the O.M.H.A. teams in conjunction with the Supervisor of Coaches, Managers and Trainers, if necessary;
- (C) be the secondary contact for the OMHA
- (D) arrange schedules for play offs and regular season games for all OMHA teams;
- (E) liaise with the Registration Director to ensure the OMHA teams are registered "online" by the date specified by O.M.H.A. and ensure Affiliated Players are correctly registered according to OMHA regulations;
- (F) work in conjunction with the Supervisor Of Coaches, Managers and Trainers, Ice Convenor, Referee-In-Chief, and 2nd Vice President;
- (G) be a member of the Coaches Selection Committee;
- (H) attend monthly meetings of the Executive;
- (I) attempt to have all OMHA teams compete at the appropriate classification according to each team's current season record;

- (J) be responsible for submitting completed game sheets to the area OMHA convenor within 7 days of each completed game;
 - (K) ensure that each coach and tournament convenor receive a copy of the Referees rule book and OMHA Manual of Operations;
 - (L) work in close association with the 1st Vice President (OMHA).
- h) Assistant to the 2nd Vice President
 The Assistant to the 2nd Vice President shall:
- (A) ensure that all players are playing in their correct age group;
 - (B) help find coaches and managers and trainers for the TC teams in conjunction with the Supervisor of Coaches and Managers and Trainers, if necessary;
 - (C) be the secondary contact for TC;
 - (D) arrange schedules for play offs and regular season games for all TC teams;
 - (E) liaise with the Registration Director to ensure the Three County teams are registered "online" by the date specified by TC and ensure Affiliated Players are correctly registered according to OMHA and TC regulations;
 - (F) work in conjunction with the Supervisor Of Coaches, Managers and Trainers, Ice Convenor, Referee-In-Chief and OMHA Rep;
 - (G) be a member of the Coaches Selection Committee;
 - (H) attend monthly meetings of the EXECUTIVE;
 - (I) be responsible for submitting completed game sheets to the respective Three County convenors within 7 days of each completed game;
 - (J) work in close association with the 2nd Vice President (TC).
- i) Referee In Chief:
 The Referee In Chief shall:
- (A) make a list of all available referees for the different categories played in the Association;
 - (B) assign referees as required and work in conjunction with the OMHA Representative, TC Representative, and Ice Convenor;
 - (C) work in liaison with the OMHA Supervisor of Officials;
 - (D) be a member of the Coaches Selection Committee;
 - (E) prepare an evaluation of expenses for the coming year and present the report to the Budget Committee;
 - (F) attend monthly meetings of the Executive;
 - (G) be responsible for contacting the "gate" person and snack bar personnel in the case of any re-scheduled or cancelled home game;
 - (H) carry out other duties as assigned by the Board, the Executive Committee or the President.
- j) Ice Convenor
 The Ice Convenor shall,
- (A) schedule, assign (in a fair and equitable manner) and cancel in a timely manner (as set out in the ice rental contract) all ice times for all Association events;
 - (B) work in liaison with the City of Kawartha Lakes Parks and Recreation Department and all relevant executive;
 - (C) maintain a current ice usage log for all Association teams;
 - (D) coordinate all ice activities with the Assistant to the 1st VP, Assistant to the 2nd VP,, House League Director and Tournament Convenors;
 - (E) audit all ice invoices submitted to the Association and provide the Treasurer/Treasurer Assistant with the invoice including any necessary adjustments;
 - (F) be a member of the Budget Committee;
 - (G) be a member of the Coaches Selection Committee;
 - (H) attend monthly meetings of the Executive;

k) Registration Director

The Registration Director shall:

- (A) arrange for the registration of all hockey players in the Association and attend each IN person registration (if applicable);
- (B) ensure that all players are eligible to be members of the Association;
- (C) ensure that all membership fees have been paid in full and that all monies or post-dated cheques are collected and submitted to the Treasurer within Five (5) days;
- (D) be a member of the Budget Committee;
- (E) maintain a current record membership list, which will include the following information: Players name, date of birth, address, telephone number and parent/legal guardian names as well as email if applicable;
- (F) supply the above information to the coach;
- (G) update the Hockey Canada Registry for all teams, including players and coaching staff;
- (H) attend monthly meetings of the Executive.

l) Supervisor of Coaches, Managers and Trainers

The Supervisor of Coaches, Managers and Trainers shall:

- (A) be responsible for conducting meetings of the Coaches, Managers and Trainers, as well as necessary Convenors;
- (B) be a member of the Program Development Committee;
- (C) work in liaison with the Assistant to the 1st VP and Assistant to the 2nd VP;
- (D) work in liaison with the Parent Representatives for each hockey team;
- (E) ensure that all applications for coaches, managers and trainers are recorded in the minutes by name and date;
- (F) sit on, and be the Chairperson for the Coaches Selection Committee;
- (G) ensure that interim coaching is provided, if necessary in the case of absence of a coach until such time as the coach returns or a new coach is recruited;
- (H) attend monthly meetings of the Executive;
- (I) keep an accurate and up to date record of all Coaches & Trainers PRS numbers, Trainer's numbers, CHIP numbers, and Coach Development numbers.

**This position may be separated into 2 or 3 separate positions, each person shall complete all duties listed and other duties as assigned*

m) Fundraising/ Special Events Chairperson

The Fundraising Chairperson shall:

- (A) organize fundraising activities such as Muskie Day and other events determined each season;
- (B) be responsible for collecting written requests from individual teams and approving all draws and raffles carried on in the name of the Association;
- (C) chair the fundraising & special events committee;
- (D) be a member of the Budget Committee;
- (E) be bonded
- (F) all money transactions must be handled in conjunction with the Treasurer/ Treasurer Assistant upon completion of each various project as per ARTICLE 14.4 of the constitution;
- (G) work with the Tournament Convenors and shall be responsible for collecting team fundraising financial statements following home tournaments and any fundraising activities throughout the season;
- (H) attend monthly meetings of the Executive;

n) Tournament Director

The Tournament Director shall:

- (A) sit on and be the Chair of the Tournament Committee;
- (B) work in liaison with the appointed TC Tournament Convenor and OMHA Tournament Convenor;

- (C) coordinate tournament activities with the Ice Convenor (tournament dates, number of teams etc);
- (D) be responsible for applying for all OMHA and Local League tournament sanction permits;
- (E) provide a detailed financial statement to the Fundraising Chairperson along with all monies collected to the Treasurer/Treasurer Assistant within five (5) days of the completion of the tournament;
- (F) be responsible for sending and ensuring that ALL information is correct on the OMHA website prior to September 1st;
- (G) order all necessary trophies and medallions or other items as approved by the Executive;
- (H) be a member of the Budget Committee;
- (I) request from the Treasurer/Assistant at least 2 days in advance, the appropriate amount of money (cash) to cover the cost of the referees and food for the teams.
- (J) attend monthly meetings of the Executive.

i) Communications Director

The Communications Director shall:

- (A) be responsible for ensuring the website and other social media platforms are updated regularly;
- (B) be responsible for assigning website user names and passwords to each team contact;
- (C) be responsible for updating the bulletin boards in each arena monthly with any new information from the Executive;
- (D) be the first point of contact for general inquiries and information
- (E) act as Public Relations Officer (ie: press releases);
- (F) Be a member of the fundraising & special events committee
- (G) assist in the organizing of the annual awards day;
- (H) attend monthly meetings of the Executive.

o) Equipment Director:

The Equipment Director shall:

- (A) be responsible for the assignment, storage and the collection of all equipment on a compiled inventory list owned by the Association (goalie equipment, pylons, pucks, practice jerseys, coach's rink boards, coach's bags and first aid kits);
- (B) ensure that all equipment must be signed out by a Coach, Manager or Trainer;
- (C) be responsible for distributing all necessary equipment, jerseys and socks to all teams prior to their first skate;
- (D) be responsible for all the TC team's sweaters belonging to the Association (inventory, numbering, sponsor bars, etc.);
- (E) solicit bids and purchase hockey equipment, as required;
- (F) maintain and repair all equipment owned by the Association;
- (G) be a member of the Budget Committee;
- (H) submit to the Budget Committee in each year an estimate of revenues and expenditures of Equipment required for the next fiscal year of the Association;
- (I) present a report regarding purchasing and equipment to the Board;
- (J) recommend purchase of equipment, and all purchases must be approved by the Executive;
- (K) recommend policy to the Board regarding purchasing and equipment;
- (L) attend monthly meetings of the Executive.
- (M) carry out other duties as assigned by the Board, Executive Committee, or the President.

j) Program Development Director

The Program Development Director shall:

- (A) liaise with the 1st VP and 2nd VP and the Supervisor of Coaches, Managers and Trainers for the purposes of establishing, implementing and evaluating on ice and off ice technical development programs;

- (B) recruit and train volunteers to perform the functions required for technical development;
- (C) be responsible for continuing technical development; (ie: skills development clinics)
- (D) liaise with the OMHA concerning the coach mentor program;
- (E) carry out other duties as assigned by the Board, Executive Committee, or the President.

COMMITTEES OF THE BOARD

1.1. Standing Committees:

The following committees shall be Standing Committees of the Board:

Executive
Committee; Budget
Committee;
Nominations and Elections
Committee; Coaches Selection
Committee; Program Development
Committee; Dispute Resolution
Committee; Tournament Committee.
Committee: Fundraising & Events

- 1.2. 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 subcommittees by Directors' Resolution as may be desired or required from time to time.

1.3. Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Past President, the 1st Vice-President, the 2nd Vice-President, the Treasurer, the Secretary, the Assistant to the 1st VP, the Assistant to the 2nd VP, the Referee in Chief, the Ice Convenor, the Registration Director, the Supervisor of Coaches, Managers and Trainers, the Fundraising Chairperson, the Tournament Director, the Communications Director, and the Equipment Director shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) during the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii) present a report regarding the activities of the Executive Committee to the Board;
 - iv) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
 - v) recommend policy to the Board regarding management and administrative issues related to the Association;
 - vi) deal with any other matters assigned to it by the Board or by the President.

1.4 Executive Committee (powers and procedures)

- i) The Executive Committee shall be composed of the Executive's Officers, being the President, 1st Vice-President, 2nd Vice-president, Treasurer/Treasurer Assistant as well as one additional appointed director during their respective terms of office.
- ii) In matters of board member discipline only, during intervals between the meetings of the Executive, the Executive Committee shall possess and may exercise (subject to any regulations which the Executive may impose from time to time) the powers of the full Executive with respect to discipline and grievances such manner as the Executive Committee shall deem best for the interest of the Association, the Executive Committee will be subject to any regulations deemed necessary by the full Executive.

1.5 Budget Committee:

- i) The Budget Committee shall be chaired by the Treasurer/ Treasurer Assistant and shall consist of the President, 1st Vice- President (OMHA), 2nd Vice-President (TC), Fundraising Chairperson, Ice Convenor, Registration Director, Tournament Director, Equipment Director.
- ii) The Budget Committee shall:
 - (A) prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
 - (B) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
 - (D) finalize schedule of budget submissions from all committees on an annual basis;
 - (E) recommend policy to the Board regarding financial budgeting and planning.

1.6 Nominations and Elections Committee

- i) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of at least two (2) other directors.
- ii) The Nominations and Elections Committee shall:
 - (A) solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
 - (B) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
 - (C) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
 - (D) present a report regarding Nominations and Elections to the Board;
 - (E) recommend policy to the Board regarding Nominations and Elections.

1.7 Coaches Selection Committee

- (A) The voting members shall consist of the following executive members: Immediate Past President; 1st Vice-President (OMHA); 2nd Vice President (TC); Assistant to the 1st VP.; Assistant to the 2nd VP.; Referee-In-Chief; Ice Convenor; Supervisor of Coaches, Managers & Trainers. All other executive members may attend the selection committee meetings but are not eligible to vote.
- (B) shall receive all applications in writing from those applying for coaching positions within the Association each season by a date to be set by the Executive no later than the first meeting following spring elections.
- (C) will be responsible for the selection of all Coaches within the Association each season.
- (D) will ensure that selection of individuals to coaching positions is made without prejudice as per criteria outlined in policy.

1.8 Dispute Resolution Committee

- (A) The Dispute Resolution Committee shall be comprised of the following people: 1st Vice President/2nd Vice President, and two other independent persons approved by the Executive Committee, with or without current membership and at least one member, shall be the same gender as the complainant.

1.9 Program Development Committee

- (A) The Program Development Committee shall be comprised of the following people: Program Development Director; 1st Vice President, 2nd Vice President, Supervisor of Coaches, Trainers and Managers and any appointed volunteers as approved by the Executive.
- (B) Shall be responsible for all skills development clinics and off ice training programs.

1.10 Tournament Committee

The Tournament Committee shall:

- (A) consist of the Tournament Director, Assistant to the 1st VP., Assistant to the 2nd VP., Ice Convenor, Referee in Chief, Fundraising Chairperson and up to 6 volunteers;
- (B) determine the rules and schedule format to be implemented for all 4-8 team home tournaments;
- (C) appoint one OMHA Tournament Convenor to be the primary contact and responsible for all OMHA home tournaments. They will work in liaison with the officials of each team, 1st VP., Fundraising Chairperson;
- (D) appoint one TC Tournament Convenor be the primary contact and responsible for all TC home tournaments. They will work in liaison with the officials of each team, 2nd VP., Fundraising Chairperson;
- (E) recruit and train volunteers to perform functions at all home tournaments;
- (F) be responsible for the registration forms, game sheets, applying the predetermined rules for each tournament, and the collection of the tournament fee;
- (G) be responsible for ordering and purchasing food and beverages for all teams and coaching staffs as approved by the Board;
- (H) follow the rules as outlined in the OMHA Tournament Handbook;
- (I) be responsible for convening all home tournaments.

1.11 Fundraising & Special Events Committee

The Fundraising and Special Events Committee shall

- A) consist of the Fundraising & Special Events Director, the Secretary, the Communications Director and other directors as assigned
- B) determine the special fundraising events that will be offered throughout the following season (Muskie Day + a minimum of 2 additional events)
- C) recruit and train volunteers to assist with the special events when necessary
- D) organize LMHA Picture day, solicit bids and present a detailed report to the LMHA board
- E) submit to the Budget Committee in each year an estimate of revenues and expenditures of Special events and fundraising required for the next fiscal year of the Association;
- F) determine Sponsor platforms for the upcoming season
- G) approach local businesses and recruit as association sponsors at various levels prior to the season start, share the list of association sponsors with the Director of Coaches, Trainers and Managers to be shared with all teams (teams should not approach these sponsors)

;

1.12 Standing Committee Procedure

- (a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to

time, and also shall comply with all requirements of the OMHA, the OHF, the HC, and, if applicable, any other hockey organizations with which Association teams are participating.

(b) Meetings:

Each Standing Committee shall meet at the call of the Chair, but shall meet not less than one time per year.

(c) Notice:

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

(d) Quorum:

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

(e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote, other than the Chairperson, who only casts a vote in the case of a tie.

(f) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

(g) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association

1.13 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

EXECUTION OF DOCUMENTS

1.1. 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.

1.2. Books and Records:

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

10.FINANCES

1.1. Year End

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

1.2. Funds

Every financial transaction involving the Association shall be valid when carried out in the name of the Association and documents pertaining there to shall be valid only when signed by the properly authorized representatives. All monies belonging to this Association shall be deposited in the name of the Association in such bank as may be designated by the Executive. Such deposits shall be made by the Executive-Treasurer or President. The only way items can be bought on behalf of minor hockey will be through approval of the Executive committee.

1.3. Disbursement

Disbursement of Association monies shall be made by cheque. Cheques shall carry the signatures of two (2) of the following: Treasurer/ Treasurer Assistant, President, 1st Vice-President.

1.4. Financial Statements

A Financial Statement is required every time monies are collected from Association members and/or the public whether there is a profit or loss. It should state monies from Minor Hockey contributed (floats) and the monies given back to Minor Hockey. This statement shall be completed within **TWO WEEKS** of event completion. All receipts shall be recorded and originals handed over to the Treasurer/ Treasurer Assistant..

11.BANKING ARRANGEMENTS

1.1. 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.

1.2. 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.

12. BORROWING BY THE ASSOCIATION

1.1. 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; or
- (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.

1.2. 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.

13. NOTICE

1.1. 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.

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.

1.2. 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 email.. For the purposes of sending any notice, the email address of any Member, Director or Officer shall be his or her last email address in the records of the Association.

14. PASSING AND AMENDING BY-LAWS

- 1.1. The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 1.2. If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws 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-laws shall be given.

- 1.3. (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.
- (a) A motion to amend the By-laws 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.
- (b) 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.
- (c) Any Amendment to the By-laws 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.
- (d) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

15. REPEAL OF PRIOR BY-LAWS

1.1. Repeal:

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

1.2. 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.

16. 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-laws or other governing documents or laws affecting the Association.

17.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 hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at _____ in the town of Lindsay, and at which a quorum was present on the ____ day of ____, 20__.

Chair

Secretary