

**BOW RIVER BRUINS HOCKEY ASSOCIATION
AMENDED AND RESTATED BYLAWS**

**ARTICLE 1
INTERPRETATION**

1.1 Definitions

In these bylaws, the following terms and conditions shall have the following meanings:

- (a) “**Act**” means the *Societies Act* (Alberta), as the same may be amended, supplemented or replaced from time to time;
- (b) “**Association**” means the Bow River Bruins Hockey Association;
- (c) “**Board**” means the Board of Directors of the Association;
- (d) “**Member Community**” means those communities that comprise the boundaries of the Association, as determined from time to time by the Minor Hockey Association of Calgary (Hockey Calgary); and
- (e) “**Special Resolution**” means,
 - (i) a resolution passed
 - (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a Special Resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the Members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (iii) a resolution consented to in writing by all the Members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

**ARTICLE 2
FORMATION AND OBJECTIVES**

2.1 Formation

The Association was formed on May 16, 2005 as a society registered under the Act with Alberta corporate access number 5011748083.

2.2 Amended and Restated Bylaws

These amended and restated bylaws (the "**Bylaws**") amend, restate and supersede all previous

bylaws of the Association in their entirety.

2.3 Objectives

The objectives of the Association (the “**Objectives**”) are to promote, govern and improve organized minor hockey in the Member Communities as a division of Hockey Calgary, the Alberta Amateur Hockey Association and the Canadian Hockey Association by:

- (a) fostering sportsmanship and general community spirit among players, supporters and teams;
- (b) maintaining and increasing the interest and enjoyment in the game of hockey; and
- (c) having and exercising general care, supervision and direction over the playing interests of its teams and players.

ARTICLE 3 MEMBERSHIP

3.1 Membership

The following are eligible to be members of the Association (individually a “**Member**” and collectively, “**Members**”):

- (a) a player who is eighteen (18) years of age or older and whose principal residence is within the boundary of a Member Community; or
- (b) a parent or guardian of a player under the age of eighteen (18) years of age;

provided that each player under the age of eighteen (18) years of age may only have one (1) parent or guardian as it’s representative Member for the purposes exercising such player’s right to vote at any meeting of the Members; or
- (c) individuals awarded honorary memberships on the recommendation of the Board for meritorious service and commitment to the Association.

3.2 Membership Fees

Membership fees, dues and any other charges for participating in the Association’s program shall be determined by the Board from time to time and reviewed annually by the Board. The Board shall also establish the time and terms and conditions for paying such fees, dues and other charges.

3.3 Obligations of Members

Members shall pay the prescribed fees set by the Board within the time frame determined by the Board in order to become a Member and to be eligible to participate in the Association’s hockey program. Failure to pay the prescribed fees within the prescribed time period will result in the Member being considered not in good standing and shall provide grounds for suspension or expulsion from the Association.

3.4 Right of Members

- (a) Each Member in good standing shall have the right to receive notice of and attend all annual and special meetings of the Members.
- (b) Each Member in good standing shall have the right to one (1) vote at each meeting of the Members.
- (c) Each Member in good standing (including an honorary member appointed under these bylaws) shall be eligible to hold any position within the Association.

3.5 Withdrawal, Suspension and Expulsion of Members

- (a) A Member may withdraw his or her membership at any time by delivery of written notice to a member of the Board. Any refund of fees will be determined in accordance with the then current refund policy established by the Board.
- (b) The Board may suspend any Member from membership from the Association and/or from participating in it's programs or impose such conditions on a Member as the Board sees fit (by a vote passed by a majority of the votes cast at a properly called Director's meeting) or expel a Member from membership with the Association and/or from participating in it's programs (by a vote passed by 66 2/3% of the votes cast at a properly called Director's meeting) if the Discipline Committee determines that the Member has engaged in conduct that is:
 - (i) threatening or abusive, including verbally, physically or written (including, without limitation, communication distributed via email or other electronic means) toward any other Member, a player, a coach, a volunteer, a referee or a spectator at a hockey game involving an Association team;
 - (ii) in breach of the Bylaws or the policies, rules or regulations of the Association that are in effect at that time, including, without limitation, failure to pay membership fees within the time period prescribed by the Board or a breach of the Association's Fair Play Code of Conduct; or
 - (iii) inconsistent with the Objectives and below a reasonably acceptable standard of behaviour or determined by the Discipline Committee to be improper, unbecoming or contrary to the interests or reputation of the Association.
- (b) Any Member subject to a potential expulsion or suspension shall be notified of the accusation or complaint against him or her and shall first be given an opportunity to be heard by the Discipline Committee at a meeting called for that purpose.

ARTICLE 4 COMPOSITION AND DUTIES OF BOARD

4.1 Board of Directors

The Board shall consist of the Executive Officers and the Community Officers (each a "**Director**" and collectively the "**Directors**").

4.2 Executive Officers

- (a) The Association shall have a President, a Past President, a First Vice President, a Second Vice President, a Treasurer and a Secretary (collectively, the "**Executive Officers**" and individually, an "**Executive Officer**"). The Association shall have a committee (the "**Executive Committee**") comprised of the Executive Officers.
- (b) Executive Officers shall be elected at the annual general meeting by the Members, each for a two (2) year term. To promote continuity in the administration of the Association the Executive Committee shall, whenever possible, be elected in alternating years with the President, First Vice President and Secretary elected in one year, and the Second Vice President and Treasurer elected the following year.
- (c) The Executive Committee shall be responsible for any matter specifically delegated to it as set out in these By-laws, for overseeing the day-to-day operations of the Association including without limitation, the ongoing supervision of the administrator of the Association and for providing guidance and strategic direction to the Board. The duties of each of the Executive Officers shall include:
- (i) President
- primary spokesperson for the Association in the community, to the media and to other associations, companies and organizations
 - interpretation of by-laws, principles, policies and purposes
 - coordinate and liaise with the Board, other key coordinators and committees
 - ex-officio member of all committees
 - responsible for orientation, education and assignment of responsibilities of Board members, key coordinators and committee members
 - ensure legal compliance with the Association's bylaws and governing legislation
 - oversees day-to-day operations of the Association
 - represents the Association at all meetings of Hockey Calgary as may be required from time to time
 - represents the Association with respect to funding and planning with the Bowness Community Association
 - participates in all disciplinary hearings and acts as main interface with Hockey Calgary and Hockey Calgary's Discipline Committee
 - responds to and assigns resources to emergency situations when required
 - executes all travel permits for out of town games or tournaments
 - regular attendance at all Board meetings and meetings of Executive Officers
 - primary liaison with any 3rd party suppliers to the Association
 - other duties as required from time to time
- (ii) First Vice President
- together with the 2nd Vice President, fulfils the duties of the President in the absence of the President
 - leads the design and execution of player and coach development
 - ensures all coaches have the proper qualifications in compliance with Hockey Calgary regulations

- ensures that all coaches, assistant coaches and on-ice helpers have completed police screening and Respect in Sport training prior to the commencement of the season
- regular attendance at all Board meetings and meetings of Executive Officers
- member of the Association's Discipline Committee
- member of the Association's Coach Selection Committee
- such other duties as directed by the President

(iii) Second Vice President

- together with the 1st Vice President, fulfils the duties of the President in the absence of the President
- recruitment and management of age group coordinators for each playing division
- liaise with evaluation coordinator to ensure roles and responsibilities are covered and enacted
- communicate with age group coordinators, evaluators, parents and players as to the goals and philosophies of the evaluation process
- oversee communication of registration information to age group coordinators and Evaluation Committee
- arrange inter-community exhibition games for evaluation "coach pick" games
- direct age group coordinators to inform players and parents on relevant and on-going season information
- assist age group coordinators with the seeding round placements and regular season movement of teams
- oversee complaint and dispute resolution ensuring association policies are followed
- organize and chair manager meetings for each playing division
- regular attendance at all Board meetings and meetings of Executive Officers
- such other duties as assigned by the President

(iv) Treasurer

- work in conjunction with administrator to ensure financial affairs of the Association are kept in order
- assist with financial transactions, monthly accounting reports, budget preparation and preparation for annual audit
- develop and maintain reporting systems and financial controls for committees, groups or individuals for all revenues and expenditures of the Association
- prepare and maintain accurate books and records for the Association
- report on a monthly basis to the Board on the financial condition, receipts and expenditures of the Association
- prepare and present financial statements for the Association
- assist in recommending qualified members of the Association to perform the annual financial audit
- assist with and ensure timely completion of the audit
- ensure that prudent and responsible cash management procedures are implemented
- regular attendance at all Board meetings and meetings of Executive Officers
- define and monitor budgeting and reporting processes for all teams
- such other duties as assigned by the President

(v) Secretary

- attend all board and member meetings and record and distribute minutes of all such meetings
- shall assist President in reviewing and approving all correspondence on behalf of the Board
- care and control of the record book (including all minutes) and seal of the Association
- responsible for preparing and submitting annual returns in accordance with governing legislation
- issue notices of all meetings of directors and members of the Association
- regular attendance at all Board meetings and meetings of Executive Officers
- may, at the request of the President, be responsible for the governance portfolio
- such other duties as assigned by the President

(vi) Past President

- role is one of consultation and advisor to the President and the remaining Board to ensure continuity
- supports President on an as-needed basis
- member of the Executive Committee
- provides important input to the Board direction based on in-depth association knowledge
- provides advice to the Board regarding past practices and other matters to assist the Board in governing the Association.

4.3 Community Officers

- (a) The Association shall have up to a maximum of seven (7) community officers (the "**Community Officers**" and each a "**Community Officer**").
- (b) Community Officers shall be elected at the annual general meeting by the Members, each for a two (2) year term. To promote continuity in the administration of the Association the Executive Committee shall, whenever possible, be elected in alternating years with three (3) Community Officers elected in one year, and four (4) elected the following year.
- (c) The role of each Community Officer (its "**portfolio**") will be determined by the Executive Committee from time to time and will be allocated to each Community Officer by the President. The duties of the Community Officers shall include:
- act as liaison between the Board and members and players of the Association
 - will be assigned one or more portfolio by President (examples of these portfolios may include: registration; player and volunteer safety; bingo; fundraising; governance; communications; evaluations; appeals; discipline; player, coach and referee development; referees; equipment; Bearwear; tournaments; social events; team photos; etc) and Community Officer will be responsible for overseeing the assigned portfolio(s), meeting with relevant coordinators and committees and reporting to the Board on his/her portfolio responsibility
 - regular attendance at all Board meetings
 - such other duties as assigned by President

ARTICLE 5
BOARD GOVERNANCE

5.1 Board of Directors

(a) Removal of Directors

A Director may be removed from his or her position by a vote passed by 66 2/3% of the votes cast at a properly called Director's meeting.

(b) Vacancies

The Board may fill any vacancy in the Board by appointment made by the remaining Directors to serve the remaining term of the Director that ceased to be a Director. A Board member appointed pursuant to this Section will remain a member of the Board until the next meeting of the Members, at which time such appointment may be ratified by the Members.

(c) Powers of the Board

The Board shall, subject to these Bylaws or directions given it by majority vote at any meeting of the Members properly called and constituted, have full control and management of the affairs of the Association.

(d) Remuneration and Expenses

No Director, committee member or Member shall be entitled to receive any remuneration for services provided in his or her capacity as a Director, committee member or Member of the Association. A Director is entitled to be reimbursed for reasonable expenses incurred on behalf of the Association upon presentation of proper receipts to the Treasurer provided that:

- (i) all expenditures submitted for reimbursement must have been included or contemplated by the then approved budget of the Association; and
- (ii) any expenditure in excess of \$100 must have the prior approval of the Executive Committee before being eligible for reimbursement.

(e) Duty of Directors and Limit of Liability

Every Director of the Association, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director, for the time being of the Association, shall be liable for the acts, neglects or defaults of any other Director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting for any dealings with any moneys, securities or other assets belonging to the Association or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be

deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto.

(f) Indemnity

The Association shall indemnify and hold harmless each Director of the Association, a former Director of the Association, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director of the Association, if:

- (i) they acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

(g) Delegation of Authority

The Board may delegate any of its authority to a committee or an individual except its authority to borrow money, expel or indefinitely suspend a Member, or fill a vacancy on the Board.

(h) Committees

The Board may designate standing committees, including, without limitation, a Discipline Committee, a Coach Selection Committee and an Evaluations Committee, ad hoc committees, or temporary committees whose mandates are related to the Objectives or to general operations. The Directors shall establish and amend from time to time the terms of authority and operation for each committee created by them and may dissolve or merge any committees they create.

ARTICLE 6 MEETINGS

6.1 General Membership Meetings

(a) Annual General Meetings

Subject to the Act, the annual general meeting of Members shall be held within two (2) months of the end of each Fiscal Year and shall be called at such time and at such place or places as the Board or the President may from time to time determine, for the purpose of presenting the President's report to the Members, presenting the financial statements and the auditor's report to the Members, appointing auditors of the Association, electing the Director's of the Association and for the transaction of such other business as may properly be brought before the meeting.

(b) Special General Meetings

Special general meetings of the Members may be called at any time by the President at his or her discretion or upon the receipt by the President of a petition signed by one-third of the Members in good standing setting forth the reasons for calling such meeting.

(c) Notice of Meetings

All meetings, including the annual general meeting and any special general meeting, shall require at least twenty-one (21) days prior notice to the Members. Such notice shall be communicated by the Association to the Members by posting on the Association's website and email notification to Members of the date, time and location of such meeting and shall contain sufficient information for the Members to make an informed decision with respect to any proposed resolutions.

(d) Errors in Notice and Waiver of Notice

No error or omission in giving notice of any annual general meeting or any special general meeting invalidates the meeting or makes void any proceedings. A Member may at any time waive notice of a meeting and may confirm and proceedings taken.

(e) Quorum

The lesser of ten (10%) percent of the Members in good standing or twenty (20) Members in good standing entitled to vote at any meeting of the Members shall constitute a quorum at such meeting.

(f) Voting

Each Member in good standing shall be entitled to have one (1) vote at any meeting of the Members. Unless otherwise provided in these Bylaws, questions arising at any meeting of the Board shall be decided by a vote passed by a majority of the votes cast at a properly called Member's meeting. No votes by proxy are permitted.

6.2 Board of Director Meetings

(a) Calling and Place of Meeting

Meetings of the Board shall be held from time to time at such time and at such place as the President or any two Directors may determine and notice of such meeting shall be made to each Director in writing, by email or by telephone at least two (2) days prior to the meeting (unless the meeting is called to deal with an urgent matter).

(b) Quorum

A majority of Directors shall constitute a quorum at a meeting of the Board (however such a majority must include no less than three (3) representatives of each of the Executive Committee and the Community Officers).

(c) Chairman

The President shall act as the Chairman of all meetings of the Board, provided that should the President not be present at any meeting of the Board, the First Vice President or the Second Vice President shall act as Chairman of such meeting. The Chairman shall be entitled to vote on any matter brought before the Board, but shall not have a second or casting vote in the event of a tie of votes.

(d) Voting

Each Director shall have one (1) vote on all matters brought before the Board. All matters brought before the Board shall, unless otherwise specified in these Bylaws, be decided by a vote passed by a majority of the votes cast at a properly called Member's meeting.

(e) Participation in Meeting

A Director may participate in a meeting of the Board or a committee of the Board by electronic means, telephone, or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

(f) Sufficiency of Actions

No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such Director or Board.

6.3 Executive Committee Meetings

(a) Calling and Place of Meeting

Meetings of the Executive Committee shall be held from time to time at such time and at such place as the President may determine and notice of such meeting shall be made to each Executive Committee member in writing, by email or by telephone at least two (2) days prior to the meeting (unless the meeting is called to deal with an urgent matter).

(b) Quorum

Three (3) of the members of the Executive Committee shall constitute a quorum at any Executive Committee meeting (however one of the three must include the President, the First Vice President or the Second Vice President).

(c) Voting

Each Executive Committee member shall have one (1) vote on all matters brought before the Executive Committee.

(d) Participation in Meeting

An Executive Committee member may participate in a meeting of the Executive Committee by electronic means, telephone, or other communication facilities as permit all persons participating in the meeting to hear or otherwise communicate with each other, and an Executive Committee member participating in such meeting by such means is deemed to be present at the meeting.

**ARTICLE 7
FINANCIAL MATTERS**

7.1 Financial Matters

(a) Fiscal Year

The fiscal year (the “Fiscal Year”) of the Association shall commence May 1 and end April 30 of each year.

(b) Auditor

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two Members of the Association appointed for that purpose at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Members.

(c) Inspection of Records

The books and records of the Association may be inspected by any Member of the Association at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer or the Secretary. Each Director shall at all times have access to such books and records.

(d) Borrowing Powers

For the purposes of operating the Association, the Board may borrow funds at its discretion up to \$10,000.00. Any amount over \$10,000.00 must be approved by a Special Resolution of the Members of the Association.

(e) Banking Matters

(i) Accounts

The Association shall establish and maintain bank accounts at such financial institutions as determined by the Executive Committee from time to time.

(ii) Signing Authorities

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, First Vice President, Second Vice President, and Treasurer.

**ARTICLE 8
DISSOLUTION AND WINDING UP**

8.1 Dissolution and Winding Up

The Association may be dissolved in accordance with the provisions of the Act, provided that prior to

such dissolution, the assets of the Association shall be distributed as follows:

- (a) firstly, to satisfy all debts and liabilities of the Association; and
- (b) secondly, to KidSport Canada – Alberta, a registered Canadian charity (Canadian Registered Charitable Tax Number: 86212 5986 RR0003).

ARTICLE 9 MISCELLANEOUS

9.1 Amendments

These Bylaws may be amended from time to time by the Directors subject to ratification of the amendment by Special Resolution of the Members no later than the next annual general meeting or special general meeting and subsequent registration of any amendment with the Registrar of Corporations. Any amendment shall have full force and effect at the time it has been registered with the Registrar of Corporations.

9.2 Seal of the Association

The Board may adopt a seal as the seal of the Association. The Secretary shall have charge of the seal of the Association unless the Board decides otherwise. The seal of the Association can only be used by persons as authorized by the Board. The Board must pass a motion to name the authorized persons.

**SPECIAL RESOLUTION OF THE MEMBERS OF
BOW RIVER BRUINS HOCKEY ASSOCIATION
ANNUAL AND SPECIAL GENERAL MEETING**

AMENDMENT OF BYLAWS:

BE IT RESOLVED THAT:

1. The Bylaws of Bow River Bruins Hockey Association be and are hereby amended as follows:

The Bylaws of the Bow River Bruins Hockey Association previously filed with the Registrar of Corporations are hereby rescinded and repealed and are to be replaced in their entirety by the “Bow River Bruins Hockey Association Amended and Restated Bylaws” attached to this Resolution.

The above resolution was moved, passed and is dated effective this 17th day of June, 2015

President

Secretary