

**BELLEVILLE
MINOR HOCKEY
ASSOCIATION**
(www.bellevilleminorhockey.ca)

BY LAWS

BELLEVILLE MINOR HOCKEY ASSOCIATION

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By-Laws

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BY-LAWS

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A by-law relating generally to the conduct of the affairs of the Belleville Minor Hockey Association (BMHA)

BE IT ENACTED as a by-law of the Belleville Minor Hockey Association

1.0 DEFINITIONS

1.1 In this by-law and all other by-laws and resolutions of the BMHA, unless the content otherwise requires:

- a. "AGM" means the Annual General Meeting of the BMHA
- b. "Appoint" includes "elect" and vice versa
- c. "Associate Member" shall refer to all individuals affiliated with the BMHA who assist in administration, instruction and /or operation of development programs, league operations, convener duties, and game officiating and who come under the supervision of an appointed Executive Member.
- d. "Association" means our Center or Zone, which is registered with the OMHA
- e. "Ballots" means the mechanism by which to register a vote
- f. "BMHA" means the Belleville Minor Hockey Association (Or such other name as the BMHA may in the future legally adopt)
- g. "Board" means the board of directors (elected or appointed) of the BMHA. "Board Members" may also be referred to as Executive Members
- h. "By-Laws" refers to this by-law and all other by-laws of the BMHA that may be enacted from time to time.
- i. "Categories" means a center's level of competition, or in instances, teams with in the center. Example: AA, A AE, or House League, Select
- j. "Center" means a minor hockey association with in a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries as accepted by the OMHA for the purpose of determining hockey eligibility of players competing within the jurisdiction of the BMHA
- k. "Delegates" means individuals authorized to represent the Association and Vote at the meeting of the members
- l. "Director" individual who has been elected or appointed to the Board.
- m. "Division" means age groups within an Association (i.e.U21, U18, U16, U14, etc)
- n. "Electronic Roster" means the document on which a player or team official registered to participate in activities of the BMHA as approved by the OMHA
- o. "HC" means Hockey Canada (or such other name as the Canadian Hockey Association may in the future Legally adopt)
- p. "CHIP" means Hockey Canada Initiation Program
- q. "HOCP" means Hockey Canada Officiating Program
- r. "HTCP" means Hockey Trainers Certification Program
- s. "in good standing" shall refer to any member who has paid any membership dues or other fees owing to the BMHA and who is not the subject of a disciplinary investigation or sanction by the BMHA or OMHA
- t. "meeting of the members" includes an AGM and a general meeting of the members
- u. "Members" means all classes of membership in the BMHA as provided for in Article, and "member" means any member of the BMHA and includes delegates.
- v. "National Association" means Hockey Canada, the governing body for amateur hockey in Canada
- w. "OHF" means the Ontario Hockey Federation (Or such other name as the OHF may in the future legally adopt)
- x. "OMHA" means the Ontario Minor Hockey Association (Or such other name as the OMHA may in the future legally adopt)

- y. "Policies" written statements governing issues affecting the affairs of the OMHA which have been considered and approved by the Board of the BMHA
- z. "Quorum" means a minimum number of members to give authority to specific committees of the BMHA or the AGM or any other specific general meetings of the members
- aa. "Region" shall refer to the geographic grouping of the Association as we fall under the OMHA
- bb. "Regional Executive Director" the individuals who has been elected by the OMHA to manage our Region
- cc. "Regulations" means the BMHA's Regulations and rules of competition and any other rules and guidelines governing competition within the BMHA
- dd. "Standing Committees" means those committees enumerated in section
- ee. "Subcommittee" means a committee comprised of a specific number of Executive members and members
- ff. "Term of Office" means the length of time that a Director may serve on the Board without having to renew his position
- gg. "Zone" means an Ontario Minor Hockey Association created by the OMHA as a geographic area for the purpose of AAA

1.2 Subject to the foregoing words and expressions defined in this Act have the same meanings when used herein; words importing the singular number include the plural and vice-versa; words importing the masculine gender include the feminine and neutral genders; and words importing persons include individual and bodies incorporate.

2. REGISTERED OFFICE AND SEAL

2.1 The seal of the BMHA shall be in the form as the Board may by resolution from time to time adopt and shall be entrusted to the Executive Director of the BMHA for its use and safe keeping.

2. The Head Office of the BMHA shall be in the City of Belleville, in the County of Hastings, in the Province of Ontario, Canada, and at such place therein as the Directors may from time to time determine by special resolution of the members pursuant to the Act. The BMHA may establish such other offices within Hastings/ Quinte, as the Board may deem expedient by resolution.

3.0 MISSION OF THE BMHA

The mission of the Belleville Minor Hockey Association (BMHA) is to promote and provide a high quality organized hockey experience for all of its participants and especially for children and youth playing hockey in the BMHA Centre as defined by the Ontario Minor Hockey Association.

BMHA will provide organized hockey in both Recreational House Leagues (RHL) and also in Representative Team (RT) categories. BMHA will consider both RHL and RT hockey as having equal importance.

BMHA will encourage and promote participation (i.e. players, referees and other game officials, coaches, trainers, conveners, parents, general members, committee members and board members) by as many interested persons as possible in order to provide this quality hockey experience.

BMHA will endeavour to continuously improve through the support and development of all participants in their desires to become the best that they can be in their form of participation.

BMHA will provide this quality hockey experience all the while respecting its own By-Laws and Rules and Regulations and, where applicable, the philosophical ideals and the rules and regulations of the Ontario Minor Hockey Association (OMHA), the Ontario Hockey Federation (OHF) and Hockey Canada (HC).

BMHA will provide this quality hockey experience with the highest standards possible within our means and with reasonable regard to cost for the participants.

BMHA will endeavour to continuously find ways to measure its success in accomplishing this mission and vision.

VISION:

Our ultimate vision of success would include the following:

1. To have 100% of all participants in BMHA rate their experience as excellent

CORE VALUES:

BMHA and all of its participants will agree to and promote the following core values:

- Safety
- Fun for All
- Physical, Mental and Social Development
- Development of Hockey Skills and Hockey Knowledge
- Truth, Honesty and Integrity
- Fairness
- Goodwill
- Beneficial Outcomes

We will support and guide our Mission, Vision and Core Values through the application of the following 4 Way Test

Whenever any participant in BMHA is thinking, saying or doing anything with respect to minor hockey (and hopefully in his or her life in general) he or she will ask:

1. Is it the TRUTH?
2. Is it FAIR to All Concerned?
3. Will it Build GOODWILL and Better Friendships?
4. Will it Be BENEFICIAL to All Concerned?

4. AFFILIATIONS

The BMHA shall have the following affiliations;

- a. The BMHA shall be a member partner of the OMHA; and
- b. The BMHA shall be affiliated to Hockey Canada through the OHF

5. CLASSES OF MEMBERS

There shall be three (3) classes of members in the BMHA

- A. Active Members
- B. General Members
- C. Association Members

6.0 TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

- a. Active Members

Active members shall include the following

- Elected Directors
- Appointed Directors

At all General meetings and Annual General Meetings Active members will be allowed one vote.

b. General Members

Membership in the BMHA may be granted to the parents of any minor child or to those who have reached the age of majority (18 years) and playing minor hockey under the Corporation, whose registration fees have been paid to the Corporation (BMHA). Each member will receive one vote at the Annual General Meeting of the members.

c. Associate Members

Associate members shall include the Current Executive Director; Immediate past president (1yr), League Conveners, BMHA officials, BMHA Coaches, BMHA Game Officials, and any person who has paid membership fees to the BMHA and is in good standing for the current season.

(i) Each member shall be entitled to one vote on each question arising at the Annual general meeting of the Members.

(ii) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon their death or when they cease to be a member by resignation or for non-payment of annual dues or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.

One Class of Membership

Although it is possible for a member to be qualified for more than one (1) class of membership in the BMHA, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare themselves prior to the start of any meeting of the membership and advise the Chair, 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 any other class of membership.

6.2 Membership List

The Executive Director shall prepare and maintain a list of current Active and General Members. This list shall be kept at the head office, be undated as necessary and be made available to all members in accordance with the Act. Such list of members shall be used to determine eligibility to vote at any meeting of the members.

6.3 Membership Year

Unless otherwise determined by these By-laws, every membership, other than Life Memberships, shall commence immediately upon payment of registration or other fee as designated for membership and shall be terminated immediately following the current seasons AGM.

6.4 Termination

a) A membership in the BMHA shall not be transferable and shall terminate upon resignation, end of term, or death in the case of an individual membership

b) A member whose conduct is considered by the Board to be contrary to the BMHA's stated Code of Conduct and the purpose of the BMHA 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 BMHA. If they do not resign the Board shall give proper notice of a 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 member(s) concerned within a reasonable period of time to allow for 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 member(s) concerned shall be invited to attend the meeting and to explain their position(s) before the vote is taken.

c) A member may resign from the BMHA by submitting a resignation in writing addressed to the Executive Director, who in turn notifies the appropriate Board Members.

d) Members in good standing shall be those admitted as members who have paid all required membership fees to the BMHA. Members whose membership fees are in arrears shall be suspended from membership and not permitted to vote, make nominations, or hold office in the BMHA. The Executive Director shall inform those concerned of this suspension in writing.

6.5 Membership Fees

Membership fees shall be established annually by the Finance/Budget Committee and be approved by the Board. Fees for any unexpired term of membership are not refundable. However the Board may, in its sole discretion, grant a request for such refund in extenuating circumstances.

6.6 Right to Vote

All Active Members, General Members and Executive Members who are at the time of the meeting entered into the books as members in good standing shall be entitled to notice of and to vote at all meetings of members of the BMHA.

7.0 MEETINGS OF THE MEMBERS

7.1 The annual or any other general meeting of the Members shall be held at the Head Office of the Corporation or at any place as the Board of Directors may determine and on such day as the said Directors shall appoint.

7.2 At every annual meeting, in addition to any other business that may be transacted, the approval of the minutes of the preceding Annual General Meeting, the report of the Directors', the Financial Statements and the report of the Accountants shall be presented, a Board of Directors elected, Accountants appointed for the ensuing year, and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without notice thereof at any meeting of the members. To request a special meeting the Board of Directors must be requested in writing from at least thirty (30) members who are parents of persons who are playing minor hockey for the Corporation and have paid the requisite registration for doing so.

7.3 Notice of all Members' meeting, annual or special general, shall be posted to Public forums under the control of BMHA (website, etc) for three consecutive weeks. The statutory declaration of the Secretary or President that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.

7.4 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

7.5 A quorum for the transaction of business at any meeting of Members shall consist of a simple majority of Members present in person or represented by proxy.

7.6 Additional General Meetings of Members

In addition to the AGM, the Board may call a general meeting of the BMHA at any time, and must do so on the written request of the contact persons representing a minimum of 10% of the BMHA's member association. Due notice of all general meetings will be posted, by the Executive Director, at least twenty (20) days prior to the date of the general meeting.

7.7 Voter Eligibility

Subject to the provisions, if any, contained in Letters Patent of the Corporation, each Member of the corporation shall at all meetings of Members be entitled to one (1) vote. Members may vote by written proxy at all meetings of the Members. Such proxy themselves must be a Member but before shall produce and deposit with the Secretary sufficient appointment in writing from their constituent or constituents. No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fee, if any, then payable by them.

At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, every Member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members presented in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands, or at a poll, the President shall be entitled to a second or casting vote.

The President, or in his absence, the Vice-President, shall preside at all meetings of Members.

7.8 Notice

a) Annual General Meeting

Notice of the AGM shall set out the time and place of the meeting and shall be posted in various public forums prior to the AGM

b. Additional General Meetings of the Membership

Notice of additional general meetings shall be posted in the local paper a minimum of twenty (20) days prior to the meeting listing the purpose of the meeting and any relevant documentation in a Board agreed upon location.

c. Error or Omission in Notice

An inadvertent error or omission in giving notice of any meeting shall not invalidate any such meeting or make void any proceedings taken at such meeting.

7.9 Quorum

A quorum for an AGM or additional general meeting requires that the number of non-Board members in attendance and eligible to vote shall be at least equal to the number of Board Members in attendance, plus one. No business shall be enacted in the absence of quorum except to take measure to obtain a quorum, to establish the time at which to adjourn, or to take a recess.

7.10 Voting Procedures

a) A majority of votes cast by members present and voting unless otherwise required by the Act or by the By-laws of the BMHA shall decide every question proposed for consideration at meetings of the members.

b) At the meetings of the members, every question shall be decided by a show of hands unless a specific count is required by the Chair. Each vote shall be followed by a declaration by the Chair as to whether such vote is “carried” or “defeated” and an entry to that effect must be entered into the minutes to provide conclusive evidence.

7.11 Proxies

a) BMHA AGM - Proxies will be permitted.

The following Rules and Regulations with respect to Proxy votes became effective April 28, 2011 and such rules and regulations shall continue to be in full force and effect until changed by the Board of Directors of BMHA.

1. *That all Proxies must be prepared on the then prevailing Proxy form as supplied by BMHA. All Proxies must be picked up personally at the BMHA office so that clear explanation can be given as to the purpose and effect of the Proxy and so they may be numbered and labeled for tracking purposes .*
2. *Proxy forms must only be picked up by a valid Member or Other Member of BMHA. The Member or Other Member is only entitled to pick up his or her Proxy form, excepting only that a Member may also pick up the Proxy form for his or her spouse as well if that spouse is also a valid member of BMHA.*
3. *All Proxies must be signed by both the giver and the receiver of the Proxy.*
4. *No person can give a proxy unless that person is an accepted Member in good standing of BMHA and that such Member giving the Proxy having valid rights to vote at the meeting of the Members to which the Proxy applies.*
5. *Proxy votes are only valid for one specified meeting as shown on the Proxy form.*
6. *Proxy holders must themselves be a member of BMHA with sufficient documentation in accordance with all the Rules and Regulations of BMHA must be complied with in order for that Proxy to be valid.*
7. *The number of Proxies a person can carry to and utilize at any meeting is limited to two (2). Therefore if a Proxy holder is already a member of BMHA, that person could have their vote plus two additional votes by Proxy for a total of three (3). If the Proxy holder is not a valid member of BMHA that person could not vote by Proxy.*
8. *All Proxies must be submitted for approval to the Secretary of BMHA no later than 48 hours prior to the commencement of the meeting of the Members at which the Proxy is intended to be used in order that such Proxies can be validated by the Chairman of the meeting to which the Proxies apply.*
9. *The decision as to validity by the Chairman is final and binding.”*

b) Additional general meetings - Proxies will not be permitted. Members must be present at the additional meetings of the membership in order to exercise their voting rights.

7.12 Adjournment

Any meeting of the members of the BMHA may be adjourned at any time and from time to time such business may be transacted at the continuation of such adjourned meeting(s) as might have been transacted at the original meeting. No notice shall be required for continuation of any such adjourned meeting. Such adjournment may be made regardless of whether a quorum is present.

7.13 Chair

In the absence of the President the members present and entitled to vote at any meeting of the members shall choose another Director as Chair. If no Director is present or if all Directors present decline to act as Chair, the members present shall choose any member present to be Chair.

7.14 Board Members Election Results

The numeric results of the election for office in the BMHA will be announced immediately following the elections. The result will be available upon written request to the Executive Director of the BMHA.

8.0 BOARD OF DIRECTORS

The property and business of the Corporation shall be managed by a Board of eleven (11) Directors, each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office shall be a Member of the Corporation. The elected Board of Directors shall have the option of appointing up to three (3) house league conveners to be members of the Board for a one-year term. The appointed conveners will have the same rights and privileges as the elected members of the Board. A simple majority of the current number of total Board of Directors shall constitute a quorum. The Board of Directors will always endeavor to have all eleven (11) seats on the Board filled within a reasonable time frame.

8.1 Composition

a) Eligibility

- Shall be eighteen (18) or more years of age
- Shall not be an un-discharged bankrupt
- Shall not have been convicted of a criminal offence under the Criminal Code of Canada (CCC)

8.2 Nominees

a) Each nominee for Executive Member shall be a member as defined by our membership eligibility

b) Each Department within BMHA will be run by a Committee of Directors Responsible for;

- Office and Administration
- Development Programming
- General Hockey Operations
- House League Operations
- Representative League Operations

These directors will be responsible for the standing sub committees involved at these levels.

9.0 PROCEDURE FOR ELECTION OF THE BOARD OF DIRECTORS

9.1 Nominations

The election of the Board shall take place at the AGM of the members. No election of a Board Member shall be completed without their consent given verbally or in writing prior to the election or appointment. Nomination forms for the Board shall be available each year at the BMHA office by March 1st. 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 Executive Director at the BMHA office 72 hours prior to the election.

9.2 Board Positions (amended June 16, 2014)

The Board shall consist of the following positions:

- President –elected – one (1) year term
- Vice President – elected – one (1) year term
- Treasurer– elected – one (1) year term
- Secretary– elected – one (1) year term
- Directors at Large (See Organizational Chart)

These positions will be determined by the Directors after election to the Board by the members.

House League Conveners will be appointed by the Board and will have the same authority and assume the same responsibilities as Board members in disciplinary matters within their League.

9.3 Elections Procedures

The Executive Director will prepare an initial report to the membership by March 31, stating the number of positions up for election in each year. Individuals are nominated to the Board by the members and are later elected to a position by the elected Board Members. Available Board positions will be posted in various media outlets. Nominees to the Board must be in good standing with the BMHA and OMHA.

9.4 Vacancies

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by resolution of the Board then in office, provided there is a quorum of the Board. The Board shall consider applications from the members for the appointment to the vacancy on the Board. The Board shall appoint a replacement Board member within thirty days after the position was vacated.

5. Termination

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 BMHA, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members, may remove any Board Member before the expiration of his/her term of office. Members of the BMHA, by a majority of the votes cast at the meeting, may elect one person in his or her stead for the remainder of their term.

Removal of Director by the Board

The Board may by resolution approved by two-thirds (2/3) of the Board members present, remove any Board members present, remove any Board member for cause before the expiration of his/her term of office.

Absenteeism

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

Resignation

A member of the Board may resign their membership in the BMHA by submitting a letter of resignation to the President of the BMHA

If a Member of the Board is found to have been convicted of a criminal code offence, the Board Member shall immediately tender their resignation to the President of the BMHA.

10.0 BOARD OF DIRECTORS MEETINGS

10.1 Governance

The Board of Directors shall govern the BMHA in compliance with the objects, powers, By-Laws and Policies of the BMHA and OMHA, Regulations and all applicable laws and regulations including the BMHA Mission, Vision and Core Values.

10.2 Board Meetings

Regular Board meetings – Except as otherwise required by law, the Board may hold meetings at such place or places as the President may from time to time determine. The Board shall meet not less than seven (7) times per year.

Special Board Meetings

Special Board Meetings may be called by the President or on petition in writing to the Executive Director signed by any three (3) voting Board members. Business transacted at the special Board meeting shall be limited to that specified in the notice calling the meeting.

10.3 Notice of Board Meetings

Board meetings will be held on a regular day each month (i.e. the 3rd Thursday of the month) and immediately following the AGM.

10.4 Adjournment of Directors Meetings

Any meeting of the Board of Directors may be adjourned at any time and from time to time such business may be transacted at the continuation of such adjourned meeting(s) as might have been transacted at the original meeting. No notice shall be required for continuation of any such adjourned meeting. Such adjournment may be made regardless of whether a quorum is present.

10.5 Quorum

A quorum for Board meetings shall consist of a majority of the voting members eligible for the said meeting and shall include the President or Vice President in his absence and the Treasurer. No business of the Board shall be transacted in the absence of a quorum.

10.6 Voting Rights

Each voting Board member present at a Board meeting, not including the Chair, shall be entitled to one vote. The Chair shall cast a vote only in the event of a tie vote. Or in the case that they have removed themselves as the Chair.

A majority of votes of the Board members present and voting at a Board Meeting shall decide every question.

At the meetings of the Board every question shall be decided by a show of hands unless a secret ballot is demanded by a Board member present. Each vote shall be followed by a declaration by the Chair as to whether such vote is "carried" or "defeated" and an entry to that effect must be entered into the minutes to provide conclusive evidence.

10.7 Conflict of Interest

Every Board Member who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the BMHA shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.

Declaration of a conflict of interest shall be made at the Board meeting at which the questioning of entering into a contract or transaction or other matter is first taken into consideration or, if the Board member is not present, at the next meeting attended by the Board member.

After such a declaration, the Board member shall not enter into discussion nor vote, nor shall he be counted in the quorum in respect of such a contract or transaction or other matter.

If a Board member fails to make a declaration of interest in a contract or transaction or other matter in compliance with this section, the Board member shall account to and reimburse the BMHA for all such profits realized, directly or indirectly, from such contract or transaction or other matter.

10.8 Indemnification of the Board

Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs,

executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the members own willful neglect or default.

10.9 Confidentiality

Every Board member shall respect the confidentiality of matters brought before the Board for consideration in Camera.

10.10 Rules of Operation

Notwithstanding any other provisions contained in this By-law, the Board shall have the power to pass, without any immediate confirmation or ratification by the members of the BMHA, all necessary rules and regulations as it deems expedient or related in any way to the operations of the BMHA, including, without limitation, the conduct of its members, provided such rules and regulations are not otherwise inconsistent with the By-laws of the BMHA.

11. BOARD MEMBER RESPONSIBILITIES

11.1 President (amended June 16, 2014)

The President shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be the chief executive officer and chief spokesperson of the Corporation and shall exercise general control of and supervision over its affairs. In case of absence or disability of the President, a Vice President may exercise the powers and perform the duties of the President. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. He shall have such other powers and duties as the Board of Directors may from time to time determine.

11.2 Vice President

The Vice-President or the respective Vice-Presidents shall have such powers and duties as may be assigned to him or them respectively by the Board of Directors. In case of absence or disability of the President, a Vice-President may exercise the powers and perform the duties of the President, and if such Vice-President shall exercise any of such duties, the absence or disability of the President shall be presumed.

11.3 Treasurer

The Treasurer, or the Secretary-Treasurer, shall have general charge of the finance of the Corporation. They shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate by resolution, and shall render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the Corporation and of all their transactions as Treasurer; and as soon as possible after the close of each financial year, they shall make and submit to the Board of Directors a report for such financial year. They shall have charge and custody of and be

responsible for the laws governing the Corporation. He shall perform all acts incidental to the office of Treasurer subject to the control of the Board of Directors.

11.4 Secretary

The Secretary, or the Secretary-Treasurer shall attend to the giving and service of all notices of meetings of the Board of Directors and of Members of the Corporation and shall keep the minutes of all such meetings in a book or books to be kept for that purpose. They shall keep in safe custody the corporate seal of the corporation. They shall have charge of the records of the Corporation, including books containing the names and addresses of the Members and Directors of the corporation, together with copies of all the reports made by the Corporation, and such other books and papers as the Board of Directors may direct. They shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Corporation. They shall be responsible for keeping archival material for the Corporation. They shall make available to the Members the minutes of meetings of the Members of the Corporation. They shall perform any other duties as appertain to their office or as may be required by the Board of Directors.

11.5 Roles and Responsibilities of At Large Members

The members at large will make up the Board participant requirements for all Committees.

- They will be responsible for the organization and supervision of Leagues, ensuring that schedules are created and standings are compiled and reported.
- They will attend league meetings, play off and playdown games as necessary.
- Approve eligibility of players and team officials to participate as per the Regulations and Policies of the OMHA
- Serve on discipline and Appeals committees
- Attend meetings of the Board and general meetings of members
- Serve on Standing and Ad hoc committees
- Carry out duties or assignments as requested by the President or Vice president.

11.6 Responsibilities of the Board

The Board shall:

- Have the power of the BMHA and may delegate all of its power duties and functions as it sees necessary
- Make policies and procedures as necessary for the governance of BMHA, including policies and procedures relating to the conduct, discipline and management of disputes
- Have the power to suspend, expel or take disciplinary action against any member, league, team, player, team official, game official or individual for any breach of the BMHA By-laws or of any decision, policy or regulation of the Board.
- Interpret and clarify any clause of the Regulations and, at the request of a Board member, have the authority to correct or amend any decision or omission which may have been granted or allowed by that Board member, or by the proceeding Board member.
- Fill any vacancy which may occur in its number, with the position to be filled by election at the next AGM
- Be empowered to make arrangements, from time to time, with other recognized hockey organizations, provided only that such agreements are within the general rules or organized hockey.

12. EXECUTIVE DIRECTOR

1. The BMHA shall employ an Executive Director to administer the day-to-day operations of the BMHA

12.2 Responsibilities of the Executive Director

- Delegate the recording of the minutes of general meetings of the members, Board meetings and any other meetings as required, and ensure that BMHA records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the By-laws, and Policies and Procedures established by the Board or by the members
- Ensure proper custody of the minutes and resolutions and other corporate records and documents
- Be responsible for the receiving and distributing all correspondence received or sent by the BMHA and all communication within the BMHA
- Prepare or delegate the preparation of all schedules for Local League and Representative teams within the BMHA, in concert with anyone appointed to assist by the Board
- Be responsible for delegating the notification of all teams of their playdown schedules
- Recommend policy to the Board regarding internal and external communications of the BMHA
- Ensure that all necessary and appropriate insurance has been purchased
- Receive minutes from the chair persons of Standing Committees and distribute same to all members of the Board
- Prepare the paperwork for the payment of all accounts
- Maintain the membership list
- Carry out duties as assigned by the President or the Board
- Conduct such activities as necessary for the welfare of the BMHA

13. COMMITTEES OF THE BOARD

13.1 Standing Committees

Nothing in this By-law shall be construed to limit the ability of the Directors and members of the BMHA from abolishing or creating Standing Committees by By-law or from establishing such Ad Hoc Committees or Sub Committees by Board resolution as may be desired or required from time to time.

All standing committees will be comprised of a Chair person, Board members, and a General member of the BMHA, unless otherwise approved by the Board. The following may be the standing committees of the BMHA:

- House League Operations Committee
- Representative League Operations Committee
- Budget Committee
- Equipment Purchasing and Distribution Committee
- Grievance and Appeals Committee
- Discipline Committee
- Sponsorship Committee
- Development Committee

13.2 Standing Committee Procedures

Compliance

All standing committees shall comply with all By-laws, guidelines, Policies and Procedures of the BMHA as determined by the Board or the members of the BMHA, from time to time, and also with shall comply with all requirements of the OMHA, the OHF, HC and, if applicable, any other hockey organization with which BMHA teams are participating.

No Board member shall hold a position of Chairperson of a specific committee for a term of longer than two (2) years, without special resolution of the Board.

Meetings

Each Standing Committee shall meet at the call of the Chair as required

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 in the case of emergencies.

Quorum

A quorum for a Standing Committee shall be a majority of the members of the Standing Committee

Voting Rights

Each member shall have one vote. In the case of a tie vote, the Chair shall have a second or casting vote.

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

Annual Report

Each Standing Committee may prepare an annual report of the matters for which it is responsible. To be presented to the BMHA members at the AGM.

13.3 Sub Committees and Ad Hoc Committees

The Standing Committee procedures shall also govern the procedures for all Subcommittees and Ad Hoc Committees of the BMHA

11. Execution of Documents

Books and Records

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

12. FINANCIAL YEAR

15.1 Financial Year

The Financial year of the BMHA shall end on the 30st of April in each year or on such other date as the Board may from time to time by resolution determine.

13. BANKING ARRANGEMENTS

1. Banking Resolution

The board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the BMHA, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banking of the BMHA, to have the authority to set out in, the resolution, including, unless otherwise restricted, the power to:

- Operate accounts of the BMHA with a bank or trust company
- 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.
- Issue receipt for and order relating to any property of the BMHA
- Authorize any officer of the bank or trust company to do any act or thing on behalf of the BMHA to facilitate the activities of the BMHA.

2. Deposit of Securities

The securities of the BMHA 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 BMHA signed by such Officer or Officers, agent or agents of the BMHA, 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 BMHA shall be fully protected in acting in accordance with the directions of the BMHA and shall in no event be liable for the due application of the securities so withdrawn from or the proceeds thereof.

3. Cheques

All accounts shall be paid by cheque with two authorized signatures, until otherwise determined by the Board; the authorized signees shall be the BMHA Treasurer, BMHA President, BMHA Vice President and the Executive Director.

14. BORROWING BY THE BMHA

1. Borrowing

The Directors of the Corporation may from time to time:

- borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- issue debentures or other securities of the Corporation;
- pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable or moveable, undertaking any rights of the Corporation, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future.

From time to time, the Directors may authorize any director, officer or any employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the corporation as the Directors may authorize, and in general to manage, transact and settle the borrowing of money by the Corporation.

18.0 NOTICE

18.1 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.

18.2 Omissions and Errors (amended June 16, 2014)

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 accountants of the BMHA 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 accountants of the BMHA may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18.3 Method of Giving Notice

Whenever notice is required to be given under the provisions of this By-law of the BMHA, such notice may be given either personally or by telephone or by electronic means or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, officer or member at his or her address as the same appears in the records of the BMHA. Any notice or other documents so sent by mail was deposited in a post office or public letter box as aforesaid. Any electronic notice shall be deemed to have been sent when the sender transmits the information. For the purpose of sending notice, the address of any member, Director or Officer shall be his or her last recorded address in the records of the BMHA.

19.0 PASSING AND AMENDING BY-LAWS

19.1 The Board or any member in good standing may, from time to time, recommend to the membership amendments to the By-laws of the BMHA

19.2 The Executive Director shall notify by public post the list of proposed amendments at least two (2) weeks prior to the AGM.

19.3 Provided that it is not in contrary to amateur hockey rules and regulations, any amendment, placed before the AGM, must be voted upon and may not be withdrawn from the meeting.

19.4 If the Board intends to discuss any amendments of the By-laws of the BMHA at a Board meeting, written notice of such intention shall be sent by the Executive Director to each Director not less than (10) ten 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 adjourned to the next meeting for which notice of intention to discuss such By-Laws shall be given.

19.5 A By-law, Regulation or an amendment to the By-law or Regulation, recommended by the Board or proposed by a member, shall be presented for adaption at the next AGM of the members of the BMHA. The notice of such AGM shall refer to, describe and explain the By-law or Regulation to be presented at the meeting of the members.

A motion to amend the By-laws, recommended by the Board or proposed by a member at an AGM or at a general meeting of the members called for that purpose, must be approved by two-thirds (2/3) vote of the members present and voting at such meeting.

A motion to amend the Regulations, recommended by the Board or proposed by a member, at an AGM or at a general meeting of members called for that purpose, must be approved by a majority of the members present and voting at such meeting.

The members at the AGM or at the general meeting of the members may confirm the proposed By-law, Regulation or amended By-law or Regulation as presented, or amended or reject the proposed By-law, Regulation or amended By-law or Regulation.

19.6 Any changes to Hockey Canada Regulations Part III, which make the regulations more stringent than the current OMHA Regulations, will be adopted by the BMHA and implemented for the current playing season.

19.7 An independent “Regulations Chairperson” shall be appointed by the Board to conduct that portion of the meeting of the members dealing with changes or amendments to the By-laws and/or changes or amendments to the Regulations.

20.0 REPEAL OF PRIOR BY-LAWS

20.1 Repeal

All prior by-laws of the BMHA, including the document entitled the “Constitution” of the BMHA, are hereby repealed as of the coming into force of this By-law.

20.2 Proviso

The repeal of all prior by-laws of the BMHA shall not impair in any way the validity of any act or thing done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

1. RULES OF PROCEDURE

21.1 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 BMHA in all cases to which they are applicable, provided they are not inconsistent with the By-laws or any other governing document or laws affecting the BMHA.