

# **POINT EDWARD MINOR ATHLETIC ASSOCIATION**

## **Bylaw Number One (1)**

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# POINT EDWARD MINOR ATHLETIC ASSOCIATION

## CONSTITUTION AND BYLAWS

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# POINT EDWARD MINOR ATHLETIC ASSOCIATION

## BYLAW NO. 1

A Bylaw relating generally to the conduct of the affairs of the Point Edward Minor Athletic Association

BE IT ENACTED as a Bylaw of Point Edward Minor Athletic Association as follows:

### 1. DEFINITIONS

1.1 In this Bylaw and all other Bylaws and Resolutions of the Association:

- a) "Association" means Point Edward Minor Athletic Association Inc. (or such other name as the Association may in the future legally adopt);
- b) "PEMAA" means Point Edward Minor Athletic Association;
- c) "Board" means the Board of Directors of the Association;
- d) "Director" means an individual who has been elected to the Board of Directors of the Association;
- e) "Officers" means the individuals who hold the office enumerated in Article 12;
- f) "Members" means all the classes of membership in the Association as provided in Section 6;
- g) "Member in Good Standing" means a member who has paid their registration, all property belonging to PEMAA has been returned, and have no sanction or disciplinary action against them and meets the membership criteria described in Article 7.1;
- h) "Corporation Act" means the Corporations Act R.S.O 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- i) "Letters Patent" means the Letters Patent incorporating the Association issued by the Honourable A.A. Wishart, Minister of Financial and Commercial Affairs for the Province of Ontario on the 26<sup>th</sup> of May, 1971, or from time to time amended by Supplementary Letters Patent;
- 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) "AGM" means annual general meeting;
- l) "Governing Bodies" means any hockey organizations with whom Point Edward Minor Athletic Association choose to affiliate;
- m) "HC" means Hockey Canada (or such name as the HC may in the future legally adopt);
- n) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- o) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- p) "Registration Fees" means the amount of money that must be paid on behalf of a player to meet the eligibility for them to be a member of a team at any specific level offered by PEMAA;
- q) "Resident" means any player, parent or guardian who lives within the boundaries of the village of Point Edward. Documentation such as tax notice, driver's license, rental receipts, etc. will prove that the individual is a "resident";
- r) "Proxy" means the documented right for one member to vote on behalf of another member who is absent from the meeting.

- 1.2 All terms defined in the Corporation Act have the same meaning in this Bylaw and all other Bylaws and Resolutions of the Association.

## **2. REGISTERED OFFICE, BOUNDARIES AND SEAL**

- 2.1 The Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the Corporation of the Village of Point Edward, 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.
- 2.3 The boundaries shall be based upon those that are currently established by the governing bodies and the Board of Directors of the Association.

## **3. LETTERS PATENT OF THE ASSOCIATION**

### 3.1 Letters Patent

The following Letters Patent incorporating the Association were issued by the Honourable A.A. Wishart, Minister of Financial and Commercial Affairs for the Province of Ontario on the 26<sup>th</sup> of May, 1971.

- a) To foster and promote good sportsmanship through the sponsoring and supervision of sporting events of every nature and kind for the benefit of minors and their families residing in or about the Village of Point Edward;
- b) To sponsor and supervise recreational events of every nature and kind for the benefit of minors and their families in or about the Village of Point Edward;
- c) To accept all donations, gifts, legacies and bequests which may in any way support the carrying out of a) or b) mentioned above;
- d) To conduct, manage, promote and sponsor sporting and recreational events to raise funds to support and subsidize the Association's endeavors and pursuing the objectives set forth herein.

## **4. MISSION OF THE ASSOCIATION**

- 4.1 Point Edward Minor Athletic Association aims to develop and promote positive athletic experiences for all members of the athletic community (players, coaches, parents, referees, executives, volunteers, sponsors and community members). Point Edward Minor Athletic Association values fun, teamwork, healthy personal development and wellness of the players and families as the highest priorities of the athletic experience.

## **5. AFFILIATIONS**

- 5.1 The Association shall maintain the following relationships:
- a) Hockey Canada/Ontario Hockey Federation shall be recognized as our governing body
  - b) The Association shall be a member of the Ontario Minor Hockey Association
  - c) The Association may collaborate with Lambton Jr. Sting AAA Hockey
  - d) The Association may collaborate with Sarnia Hockey Association
  - e) The Association will be an active member of Lambton Middlesex Local League
  - f) The Association shall operate in cooperation with the Village staff, Council and Administration of the Village of Point Edward.

## **6. CLASSES OF MEMBERSHIP**

- 6.1 There shall be three (3) classes of Hockey Membership in the Association:
- a) Active Membership;
  - b) Parent/Guardian Membership;
  - c) Honorary Lifetime Membership.
- 6.2 There shall be one class of Membership in the Association relating to sports other than hockey:
- a) Associate Membership

## **7. TERMS OF MEMBERSHIP AND ELIGIBILITY**

- 7.1 Terms of Eligibility
- a) Active Hockey Membership  
Active Hockey Members shall include all elected or appointed Directors or officials, and all convenors, coordinators, coaches, managers and trainers appointed for the current season, and all the registered players who are at least eighteen (18) years of age as of December 31<sup>st</sup> immediately preceding the annual general meeting. Members in this classification will be allowed one (1) vote per person.
  - b) Parent/Guardian Hockey Membership  
Parent/Guardian Hockey Members shall include all parents and/ or legal guardians of registered hockey players in good standing. Each custodial parent or legal guardian shall have one (1) vote.
  - c) Honorary Lifetime Membership  
Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association or shown exceptional interest in supporting 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 may attend members' meetings and are non-voting.

d) One Person- One Class of Hockey 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 for voting purposes. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership during the course of the meeting.

e) Associate Members

Memberships relating to sports other than hockey, e.g. soccer, are non-voting.

7.2 Membership List

The Board shall prepare and maintain a list of current Active Hockey Members, Parent/Guardians Hockey Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. This list of Members shall be used to determine eligibility to attend and vote at any meeting of the Membership.

7.3 Membership Term

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Membership shall commence on or after September 15 of each year, and shall be terminated or renewed on September 15 of the following year.

7.4 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 President 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 registration fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The President shall inform those concerned of this suspension in writing.
- d) Conduct of members that is considered by the Board to be contrary to the stated OMHA Code of Conduct and/or the Mission of the Association shall be addressed through the Grievance Process as outlined in Section 5.1 of the PEMAA Rules of Operation.

7.5 Registration Fees

Registration fees shall be established annually by the Board of Directors of the Association. The Board of Directors may, in its sole discretion, grant a request for a registration fee refund under extenuating circumstances.

## 7.6 Right to Vote

All Active Hockey Members and Parent/Guardian Hockey Members shall be entitled to notice of and one (1) vote at all General Meetings of Members of the Association. See 7.1 (b)

## 7.7 Record Date

Individuals, who are Members of the Association at least thirty-five (35) days in advance of any General Meeting of the Members of the Association, are entitled to notice and one (1) vote at such General Meetings of Members. Any individual who is not a Member at least thirty-five (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.

# **8. MEETINGS OF THE MEMBERSHIP**

## 8.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year no later than the 30<sup>th</sup> of June, at a time, place and day determined by the Board, for transaction of at least the following business, to be set out in the agenda of such the Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- e) consideration of any proposed amendments to the Letters Patent or Bylaws of the Association;
- f) election of the Board;
- g) transaction of any business which relates to the business of the Meeting referred to above, and notice and preceding the Annual General Meeting;
- h) an opportunity for Members to provide input for the betterment of the Association and its programs.

In addition to the Annual General Meeting described in Article 8.1, 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.

## 8.2 Notice

### a) Annual General Meeting

Notice of the Annual General Meeting to be held prior to the 30<sup>th</sup> day of June in each year, shall set out the agenda, including any particulars of any other business to come before the meeting. The time and the place of the Meeting shall be posted on the Association website 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 on the Association website at least fifteen (15) days prior to the date of the Meeting.

### c) Error or Omission in Notice

No inadvertent error or omission in given 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 and proceedings taken as 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.

## 8.3 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of twenty (20) members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

## 8.4 Voting Procedures

a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporation Act or by the Bylaws of the Association, shall decide every question proposed for consideration at Meeting 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 a Meeting of the Membership, every question shall be decided by a show of hands, unless a specific count or 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 of votes recorded in favour of or against the motion.



d) Directors should be willing to accept and defend the positions taken by the majority of the Board members.

#### 8.5 Proxies

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

#### 8.6 Adjournments

Any meeting of the Members of the Association may be adjourned at any time upon a motion duly passed by the members in attendance. Any unfinished business may be transacted at the next meeting.

#### 8.7 Independent Chair

The Board may designate an independent third-party to facilitate and chair any meeting of the membership.

### **9. BOARD OF DIRECTORS**

#### 9.1 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 be a Member of the Association at the time of his or her election or appointment
- iv) shall remain a Member of the Association throughout his or her term of office
- v) shall be a member of the Association in good standing
- vi) shall be a resident of the Village of Point Edward. The exception would be that one Director from outside the border of the Village of Point Edward may be elected.

##### b) Number of Directors

The affairs of the Association shall be managed by a Board, which consists of ten (10) elected Directors and one (1) appointed Director (the immediate Past-President). Appointments by the Board of Directors are acceptable to fill any mid-term vacancies of the 10 elected positions.

##### c) Terms of Office

- i) The Directors shall be elected or appointed for three (3) consecutive years. Some vacancies may be filled for a one or two year term, at the discretion of the Board of Directors;

- ii) A number of Directors equal to the number Directors whose term is ending shall be elected to the Board for a three (3) year term.
- iii) Pattern for Elections in Subsequent Years:
  - Year 1 – 4 Directors elected for a three-year term
  - Year 2 – 3 Directors elected for a three-year term
  - Year 3 – 3 Directors elected for a three-year term
  - Year 4 – 4 Directors elected for a three-year term (Pattern would continue)
- d) Change in Number of Directors

The Association may by special resolution increase or decrease the number of its Directors. Any changes in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

## **10. PROCEDURE FOR ELECTION OF DIRECTORS**

### 10.1 Nominations

The election of Directors shall take place at the Annual General Meeting of the Membership. A nomination committee comprising of Past President, President and Secretary shall contact potential members to assess their interest and present a report at the AGM with any number of members who are interested in standing for the position of Director. Nominations may also come from the floor at the AGM. Nominations from all sources will be listed and those nominated will be asked in reverse order of the nomination list if they are willing to stand. Willingness to stand can be indicated verbally or by written consent.

### 10.2 Election Procedures

- a) Elections of Directors shall take place at the AGM. This meeting shall be scheduled no later than May 31<sup>st</sup> of any year
- b) Elections shall be by secret ballot. To be considered valid, a ballot must have the exact number of marks as there are positions to be elected.
- c) Elections are to be administered by an appointee of the Board of Directors who is not a member of PEMAA.
- d) All members in good standing with Point Edward Minor Athletic Association are eligible to vote.
- e) All duties and voting privileges of the newly elected Directors begin at the Board meeting immediately following the AGM.

### 10.3 Board of Directors Election

- a) Elections of the Board of Directors shall be held prior to election of executive members.
- b) The immediate Past-President automatically becomes a non-voting voting member of the Board of Directors in a mentoring role for a three (3) year term.
- c) New Directors will be elected for a three (3) year term. Some vacancies may be filled for a one (1) or two (2) year term, at the discretion of the Board of Directors.
- d) The appropriate number of Directors is elected to ensure that the total Board of Directors including President and Past-President equals eleven.

### 10.4 Executive Election

- a) Election of the Executive shall be held at the first regularly scheduled Board of Directors' meeting following the AGM. Only Board Directors are eligible to vote.
- b) The President of the Association shall be elected for a term of three (3) years. Re-election in the second year and third year of that term is not required. To be eligible to be elected, an individual must have been a Director on the previous elected Board of Directors.
- c) The first Vice President's term is assumed to be a three-year commitment, but annual re-election is required. To be eligible to be elected, an individual must have been a Director on the previous elected Board of Directors.
- d) The newly elected Board of Directors shall appoint a Secretary and Treasurer at the first regularly scheduled Board of Directors' meeting following the AGM. The appointed Secretary and Treasurer may or may not be Directors on the elected Board of Directors.

### 10.5 Vacancies

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

## 10.6 Termination of Directors

### a) Absenteeism

Unless otherwise determined by the Board, the unexplained absence of a Director from three (3) consecutive Board Meetings or the unexplained 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.

### b) Resignation

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

### c) Removal for Cause

The Board, by resolution approved by two thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of his or her term of office. A Director whose conduct is considered by the Board to be contrary to the stated OMHA Code of Conduct and/or the Mission of the Association shall be asked by the Board to explain or justify their actions. If that Director is unwilling or unable to do so, they shall be asked by the Board to resign from the Board of Directors. If they do not resign, the Board shall give proper notice of the motion, to be considered at the next Board meeting, requesting an expulsion of that Director. A copy of this motion shall be communicated to the Director 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 two-thirds (2/3) majority in a ballot conducted at the Board of Directors' meeting. The Director concerned shall be invited to attend the meeting and to explain their perspective before the vote is taken.

## **11. BOARD RESPONSIBILITIES**

### 11.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, bylaws and policies of the Association, Rules of Operation and all applicable laws and regulations.

### 11.2 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, the first Vice President, may from time to time determine. The Board shall meet no fewer than eight (8) times per year.

## b) Special Board Meetings

Special Board meetings may be called by the President, or first 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.

### 11.3 Notice of Board Meetings

a) An effort will be made to provide Notice of Board Meetings to all Directors at least five (5) days in advance of the meeting, unless all Directors agree to the calling of the meeting on shorter notice or the Board Meeting is held on a regular day 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 of the meeting being held in their absence.

### 11.4 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. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or held.

### 11.5 Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting.

### 11.6 Quorum

A quorum for a Board meeting shall be fifty (50) percent or greater of the Directors. No official business of the Board shall be transacted or votes taken in the absence of a quorum although sharing of information is acceptable.

### 11.7 Voting Rights

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

### 11.8 Voting Procedures

Majority of the 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 requested 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 of proportion of the votes recorded in favour or against such motion.

#### 11.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Directors or 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.

#### 11.10 Conflict of Interest

- a) Every Director who directly or indirectly has an interest in the 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 their 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 that meeting, at the next Board meeting.
- 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.
- d) By majority vote, the Board of Directors has the power to declare any member in conflict regardless if that member does or does not declare a conflict.

#### 11.11 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate 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 an in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in her about the execution of the duties of his or her office and;
- b) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board.

#### 11.12 Confidentiality

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

### 11.13 Focus of Rules of Operation compared to focus of Bylaws

Notwithstanding any provision contained in this Bylaw, the Board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related to the operations of the Association. That document shall be called the Point Edward Minor Athletic Association Rules of Operation (ROO).

The Rules of Operation address different areas than does the Bylaw.

a) Examples of matters with which this Bylaw deals include:

Definitions

Registered Office, Boundaries and Seal

Mission of the Association

Affiliations

Classes of Membership

Terms of Membership and Eligibility

Meeting of the Membership

Board of Directors

Procedure for Election of Directors

Board Responsibilities

Officers and Their Responsibilities

Key Roles of the Board

Execution of Documents

Financial Year

Banking Arrangements

Borrowing by the Association

Notice

Passing and Amending Bylaws

Repeal of Prior Bylaws

Rules of Procedure

b) Examples of matters with which the Rules of Operation deals include:

Eligibility and Registration

Equipment, Uniforms and Colours

Player Movement

Conduct and Discipline

Coaches/Managers/Trainers/Coordinators

Officials

Subsidization

## **12. OFFICERS AND THEIR RESPONSIBILITIES**

### 12.1 Responsibilities of Directors

#### a) President

The President shall:

- i) represent the Association and the community
- ii) act as Chair of the Board, the Executive Committee, and all meetings of the membership
- iii) prepare agendas for regular Board meetings
- iv) exercise general supervision of the Association in accordance with policies determined by the Board
- v) be recognized as a non-voting member of all committees and subcommittees of the Association
- vi) report regularly to the Board on matters of interest
- vii) delegate tasks as necessary
- viii) provide a tie-breaking vote in cases where voting of Directors present results in a tie vote

#### b) Vice-President

The Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President
- ii) 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
- iii) be available to assist any Director requiring assistance in the completion of his or her functions
- iv) carry out duties as assigned by the Board, the Executive Committee or the President



c) Treasurer

The Treasurer shall:

- i) maintain complete and accurate bank and financial records and present a financial report to the membership annually
- ii) ensure adherence to an implementation of financial policies in the financial administration of the Association
- iii) ensure submission of the financial records to an independent third-party for financial review at the end of the financial year
- iv) present reports of the financial reviewer from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting
- v) provide a financial report at each Board of Directors meeting
- vi) evaluate, review and recommend the financial policy to the Executive Committee and to the Board
- vii) be responsible for the coordination and preparation of the annual budget
- viii) ensure that all necessary and appropriate insurance is purchased
- ix) carry out duties as assigned by the Board, the Executive Committee or the President

d) Secretary

The Secretary shall:

- i) record or delegate the recording of the minutes of meetings of the Membership, Board, and Executive Committee and ensure that Association records are regularly and properly filed in an appropriate manual or electronic storage method
- ii) ensure all business is conducted in accordance with any applicable statute or law, Letters Patent and Bylaws and the policies and procedures established by the Board or by the Membership
- iii) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents
- iv) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications with in the Association
- v) recommend policy to the Board regarding internal and external communications of the Association
- vi) send minutes of previous Directors meeting to the web administrator for uploading in a timely manner after the minutes have been approved at a Directors meeting
- vii) maintain the membership list in conjunction with the Registrar
- viii) carry out duties as assigned by the Board, the Executive Committee or the President

e) Past-President

The Past-President shall:

- i) chair the Nominations and Elections committee
- ii) be available to act as a mentor for any Director requiring assistance in the completion of his or her functions
- iii) carry out duties as assigned by the Board, the Executive Committee or the President
- iv) not be eligible to vote on Board decisions

### **13. KEY ROLES WITHIN THE ASSOCIATION**

#### 13.1 Coordinator Roles

a) Coordinators may be selected from the Directors or other interested Members of the Association to fulfill key roles. These might include such roles as Ice Time Coordinator, and many more. These Coordinators may wish to form committees of interested members to assist them. Coordinators are expected to maintain records that would be of assistance to individuals fulfilling their roles in the future.

b) Nothing in this bylaw shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating coordinating roles or from establishing such ad hoc committees or subcommittees by Directors resolution as may be desired or required from time to time.

#### 13.2 Executive Committee

a) The Executive Committee shall be chaired by the President and shall include the Vice-President, Secretary, Treasurer and Past President. The Executive Committee shall be responsible for the day-to-day management of the affairs of the Association, including monitoring of all committees to ensure the compliance to all policies of the Association.

c) The Executive Committee shall:

- i) during the interval between Board meetings, take action in relation to any matter of any nature within the power and 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 of the next Board meeting
- ii) review recommendations and proposals prior to such recommendations of proposal being submitted to the Board for resolution
- iii) present a report regarding activities of the Executive Committee to the Board at each Directors meeting, if an Executive meeting has been held between Directors meetings
- 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 relating to the Association
- vi) deal with any other matters assigned to it by the Board or by the President

## **14. EXECUTION OF DOCUMENTS**

### 14.1 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 assign specific documents. The corporate seal of the Association, when required, shall identify documents that are executed.

### 14.2 Books and Records

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

## **15. FISCAL YEAR**

### 15.1 Fiscal Year

The financial or fiscal year of the Association shall begin on the first day of January and terminate on the 31st day of December of each year.

## **16. BANKING ARRANGEMENTS**

### 16.1 Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association with the bank, credit union, trust company or other corporation caring 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 the power to:

- a) operate the accounts of the Association, ensuring that two signatures are present on all cheques and banking documents as required
- b) make, sign, draw, accept, endorse, negotiate, 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 officers of the bank, credit union or trust company to do any act on behalf of the Association to facilitate the business of the Association

## 16.2 Deposit of Securities or Investments

The securities or investments of the Association shall be deposited for safekeeping with one or more banks, credit unions, trust companies or other place or places of safekeeping to be selected by the Board. Any and all security may be withdrawn, from time to time only upon the written order of the Association signed by such officer or officers or agents of the Association in a manner determined from time to time by resolution of the Board.

## **17. BORROWING BY THE ASSOCIATION**

### 17.1 Borrowing Power

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, Bylaws or policies of the Association, the Board may by resolution authorize the Association to:

- a) borrow money on the credit of the Association;
- b) issue, sell or pledge securities of the Association;
- c) charge, mortgage, or pledge all of our any of the real or personal property the Association to secure any securities or any money borrowed, or other debt, obligation or liability of the Association

## **18. NOTICE**

### 18.1 Computation of Time

In computing the date when notice must be given under any provision of this Bylaw requiring a specific number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

### 18.2 Errors and Omissions

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 does not invalidate any resolution past or any proceedings taken at the meeting.

### 18.3 Method of Giving Notice

Whenever notice is required to be given under the provisions of this Bylaw of the Association, such notice may be given either personally, by telephone, by the e-mail or by posting on the Association's website.

## **19. PASSING AND AMENDING BYLAWS**

### 19.1 Timing of Amendments

The Board and/or a Member in good standing may recommend amendments to the Bylaws of the Association from time to time to the Membership.

### 19.2 Notice of Discussion

If the Board intends to discuss amendment of the Bylaws 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 bylaws may nevertheless be moved to another meeting and discussion voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such Bylaws shall be given.

### 19.3 Procedure for Amendments to Bylaws

- a) A Bylaw or an amendment to a Bylaws recommended by the Board shall be presented as an option 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 Bylaw or amendments to the Bylaw to be presented at the meeting of the Members.
- b) A motion to amend the Bylaws recommended by the Board or proposed by a Member at an Annual General Meeting of Members called for that purpose must be passed by a two thirds (2/3) majority vote of the Members present at such Annual General Meeting
- c) Any amendment to the Bylaws by a member must be in writing, signed by a member in good standing and received by the President 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 Bylaws, seven (7) days prior to the Annual General Meeting on the Association website and/or at a place as stated in the original meeting notice.

## **20. REPEAL OF PRIOR BYLAWS**

### 20.1 Repeal

All prior Bylaws of the Association including the document entitled the Constitution of the Association are hereby repealed.

### 20.2 Proviso

The repeal of all prior Bylaws of the Association shall not impair in any way the validity of any act pursuant to any such repealed bylaw.

**21. RULES OF PROCEDURE**

21.1 Rules of Procedure

The rules contained in the most current edition of “Roberts’ Rules of Order by Henry M. Robert III and William J. Evans” 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 Bylaws or other governing documents or laws affecting the Association.

**22. EFFECTIVE DATE**

22.1 Effective Date

The foregoing Bylaw is hereby enacted, ratified, sanctioned, confirmed and approved by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association called and held in the Village of Point Edward on the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Chair \_\_\_\_\_ Secretary \_\_\_\_\_

Point Edward Minor Athletic Association