
**Campbellford & District
Minor Hockey Association**

By-Laws

**As amended at the Annual General Meeting,
April 17, 2004**

Available online at: <http://itsa.ca/cmha/manual/>



BY-LAW 1 MEMBERSHIP

Article 1.1

Membership is open to anyone that is interested and supports the purpose and philosophy of the Campbellford and District Minor Hockey Association (herein referred to as CMHA).

Article 1.2 Eligibility

The following individuals, provided they have attained the age of majority are eligible for membership with the CMHA with respect to the current season.

(a) Entitled Members

- (i) Parents of registered players;
- (ii) Signed coaches, trainers, and team managers;
- (iii) Life Members;
- (iv) Referee-in-Chief;
- (v) Directors.

(b) Associate Members

- (i) Members of ad hoc committees;
- (ii) Other Volunteers as identified by the Board of Directors;
- (iii) Members of Ladies Minor Hockey Auxiliary Executive;
- (iv) Members of the public whose membership with the CMHA has been approved by the Board of Directors on an annual basis.

Article 1.3 Membership List

The Board of Directors, herein referred to as the Board, shall maintain a current, updated list of members of the CMHA.

Article 1.4 Membership Fees

Membership fees will not apply to individuals who are Entitled members. However, fees may be established by the Board for other forms of memberships.

Article 1.5 Period of Membership

The period of membership will be from September 1 through August 31. Associate members may join the CMHA at any time and on an annual basis, however, they must have joined 60 days prior to the Annual Meeting to be able to vote at that meeting.

Article 1.6 Life Membership

Any person that has made outstanding contributions to minor hockey in Campbellford/Seymour may be recognized and honoured with the distinction as a Life Member. The Board will make such distinctions as deemed appropriate. Presentations of Life Memberships will normally be made at the Annual Meeting.

Article 1.7 Suspension of Membership

Membership, based upon any single or multiple eligibility criteria, may be suspended for cause by a 2/3 vote of the Board. The member has the opportunity to address the Board before the suspension takes place. A suspension shall include the loss of voting privileges and may include other penalties as prescribed by the Board.

BY-LAW 2 MEETINGS OF THE MEMBERSHIP**Article 2.1 Annual Meeting**

- (a) The Annual Meeting of the Association shall be held in April of each year.
- (b) The Board shall determine the date in April and location of the Annual Meeting.
- (c) The immediate Past President shall preside over the Annual Meeting, or as a substitute, a member in good standing nominated and elected from those in attendance at the Annual Meeting.
- (d) The membership will elect Directors.
- (e) The membership shall receive an audited financial statement and a Report of the Board of Directors.

Article 2.2 Special Meetings

- (a) The Board may, whenever deemed necessary, or upon requisition in writing by members whose numbers are greater than 10% of the current membership, convene a Special Meeting.
- (b) A requisition shall express the objects of the meeting so called, and shall be delivered to the Secretary-Treasurer of the Association.
- (c) Upon receipt of such requisition, the Board shall forthwith convene a Special Meeting and if they do not convene a Special Meeting within seven (7) days of receipt of the requisition, those members requesting such a meeting may themselves convene a Special Meeting.
- (d) No business other than that stated on the requisition shall be conducted.
- (e) Motions arising from the Special Meeting are subject to By-Law 10.
- (f) If motions arising from the Special Meeting require amendments to the By-Laws then the President shall call a General Meeting to consider the proposed amendments.
- (g) The President of the Association has the authority to declare such motion(s) null and void if the motion(s) contradict the Interpretation of Objects.

Article 2.3 Notice of Error or Omission

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 CMHA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat. For the purposes of sending notice to any member, Director or officer for any meeting or otherwise, the address for any member, Director or officer shall be their last address recorded on the Membership List.

Article 2.4 Voting

- (a) Members in good standing shall have one vote at meetings of the membership.
- (b) New members will be able to vote provided their membership ensued 60 days prior to the meeting.

- (c) There shall be no provision for proxy votes.
- (d) The presiding chair shall not normally vote on motions or amendment during meetings of the membership. However, in the event of a tied vote, the presiding chair may cast a deciding vote to break a tie.

Article 2.5 Resolutions

- (a) Resolutions made during the Annual Meeting must be moved, seconded and voted upon by members in attendance at this meeting.
- (b) Resolutions that concern amendments to the Interpretation of Objects or By-laws of the CMHA must follow the process as described by existing By-laws.

Article 2.6 Quorum

A quorum for an Annual, General or Special meeting shall be the number of members present and eligible to vote.

Article 2.7 Notice of Meeting

- (a) The Annual Meeting shall be advertised once in a local newspaper fourteen (14) days prior to the meeting.
- (b) Special and General meetings will be advertised in a manner to be determined by the Board.

BY-LAW 3 BOARD OF DIRECTORS

Article 3.1 Responsibilities and Composition of the Board of Directors

- (a) The affairs of the CMHA shall be administered by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised and done by the CMHA not otherwise expressly provided for by the By-laws or special resolution of the CMHA or by statute as required to be done at annual or general meetings.
- (b) The Board shall consist of eleven Directors.¹
- (c) Every Director and Officer of the Board shall exercise the powers and discharge the duties of their office honestly, in good faith, and in the best interests of the CMHA and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (d) IT IS HEREBY ORDAINED AND DECLARED that the executive officers and directors shall serve as such without remuneration, and no executive officer or director shall directly or indirectly receive any profit from his or her position as such; provided that an executive officer or director may be paid reasonable expenses incurred by them in the performance of their duties.
- (e) Every Director and Officer of the CMHA and their heirs, executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless by the CHMA from and against:
 - (i) Any liability and all costs, discharges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office;
 - (ii) All other costs, charges and expenses that they sustain or incur in respect of the affairs of the CMHA. Except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

- (f) No Director or Officer of the CMHA shall be indemnified by the CMHA in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under law unless, in an action brought against them in their capacity as Director or Officer, they have achieved complete or substantial success as a defendant.

Article 3.2 Election of Directors

- (a) Thirteen Directors shall be elected or appointed annually at the Annual Meeting.¹
- (b) The Nominating Committee shall present a slate of Directors to the membership. Nominations shall also be accepted by the Secretary-Treasurer up to 30 days prior to the Annual meeting provided that the nominee has the written endorsement of two (2) members in good standing.
- (c) If fourteen or more nominees are seeking the position of Director an election will be held during the Annual Meeting.
 - (i) One member in good standing shall be nominated and elected as Presiding Chairperson for the election. The Presiding Chairperson may appoint members to assist in the distribution and counting of ballots.
 - (ii) Members in good standing that are present at the annual meeting may select up to eleven different individuals listed on the nomination ballot.
 - (iii) In the event of a tied vote the Presiding Chairperson will cast a second ballot to break any ties. This vote will remain anonymous.¹
- (d) If thirteen or less nominees are seeking the position of Director a motion may be made to appoint this slate of nominees to the Board. This motion must be supported by two-thirds (2/3) of voting members present at the Annual Meeting.¹

Article 3.3 Qualification of Directors

To be eligible for election to the Board of Directors, a person must have been a member in good standing for the previous season and have attained the age of majority.

Article 3.4 Disqualification of Directors

- (a) Should a Director of the CMHA cease to be a member in good standing, they shall no longer be considered a Director of the CMHA.
- (b) Should a Director of the CMHA be absent, without just cause, from three (3) consecutive meetings or not attend at least seven (7) meetings of the Board in the year, they shall cease to be a Director of the CMHA.
- (c) A Director of the CMHA can be removed from office by a 2/3 vote cast at a special meeting at which notice signifying the intention to pass such a resolution has been given to the membership.

Article 3.5 Vacancy

Vacancies on the Board may be filled for the remainder of the term by an appointment of any member in good standing by the Board.

Article 3.6 Quorum

A majority of Directors shall constitute a quorum.

Article 3.7 Errors in Notice

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

Article 3.8 Voting

- (a) Only elected Directors shall vote at a meeting of the Board.
- (b) Unless otherwise stated, a simple majority vote shall decide questions.
- (c) Business arising at any meeting of the Board shall be decided by a majority of votes provided that:
 - (i) Except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands
 - 1) The chair shall have a vote;
 - 2) If there is an equality of votes, the motion is lost.
 - (ii) Votes shall be taken by written ballot if so demanded by any voting member present.
 - 1) The chair shall have a vote;
 - 2) If there is an equality of votes, the motion is lost.
- (d) Normally, a vote is taken by a show of hands and the presiding chair simply declares the motion carried or not carried. However, any member may request a polled vote (that the voting results—yea, nay, abstentions, spoiled—be recorded) and/or a secret ballot take place.
- (e) In a polled, open vote (for example, a show of hands) only the results are recorded in the minutes unless a motion is passed specifically stating that the individual's vote be recorded.

Article 3.9 Meetings

The Board shall hold meetings no less than 10 times a year.

BY-LAW 4 OFFICERS, COMMITTEES AND APPOINTMENTS**Article 4.1 Officers**

- (a) The officers of the CMHA shall be: President, First Vice-President, Second Vice-President and Secretary-Treasurer.
- (b) The offices of President, 1st and 2nd Vice-Presidents shall be elected by the Directors from among themselves at a meeting to be held within fourteen (14) days following the Annual Meeting.
- (c) Duties:
 - (i) President: The President shall be the chief executive officer of the CMHA, Chairman of its Board, and an ex-officio member of all Standing Committees.
 - (ii) Vice-Presidents: The 1st and 2nd Vice-Presidents shall carry out such duties as prescribed by the Board from time to time, and will act for the President in their absence.

- (iii) Secretary-Treasurer: Normally this office shall encompass the duties of Secretary and Treasurer as described below, however, the Board may at times wish to create separate offices for each.
- 1) *Secretary*: The Secretary shall keep minutes of all meetings of Board and members, and shall carry out such other duties as prescribed by the Board, and as set out in the Corporations Act.
 - 2) *Treasurer*: The Treasurer shall be the custodian of the funds of the Corporation, shall receive all monies, and shall make payments in accordance with the budget. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board. The Treasurer shall keep full and accurate records of accounts and shall present financial statements at the regular meetings of the Board and membership. The Treasurer shall present an audited statement to the membership at the Annual Meeting and perform such other duties as prescribed by the Board.

Article 4.2 Committees

(a) Standing Committees

There shall be the following Standing Committees. A Director shall chair each Standing Committee and shall report regularly to the Board. A Chairperson shall be appointed to a Standing Committee no later than the second meeting of the Board following the Annual Meeting. Chairpersons shall continue in office until their successors are appointed.

- (i) Executive Committee – The Executive Committee shall be composed of the President, 1st and 2nd Vice-Presidents and the Secretary-Treasurer. The Executive Committee shall be empowered to act on behalf of the Board and CMHA in fulfilment of responsibilities between meetings of the Board.
- (ii) Policy Committee - There shall be a Policy Steering Committee that will be responsible for developing and enabling policy for the CMHA. It will be composed of a minimum of two (2) Directors and may include other members of the CMHA and public as the occasion warrants.
- (iii) Fundraising Committee – There shall be a Fundraising Committee composed of a minimum of two (2) Directors. The Board may from time to time appoint other members to this committee. This committee shall be responsible to plan and implement a yearly fundraising strategy to meet the Association's goals.
- (iv) Nomination Committee – The Nominating Committee will be composed of at least one Director and other members of the CMHA as required. This committee shall present to the Board a slate of candidates for the positions outlined in By-Law No.3, Article 3-2. The slate shall then be presented to the members at the Annual Meeting. As referred to in By-Law No.3, Article 3-5, the Nominating Committee shall also be responsible for recommending candidate(s) to fill any vacancy for the balance of a remaining term.

(b) Special Committees

The Board may appoint *ad hoc* Special Committees from time to time as may be deemed necessary to carry out the objects of the CMHA or to advise the Board. The Board shall prescribe the composition and duties

of such committees.

Article 4.3 Appointments

(a) Secretary-Treasurer

- (i) The Board shall appoint the Secretary-Treasurer no later than the second meeting of the Board following the Annual Meeting.
- (ii) The Secretary-Treasurer shall be a member of good standing.
- (iii) The Secretary-Treasurer shall be an Officer of the CMHA, and if not a Director, shall be an ex-officio member of the Board.
- (iv) The Secretary-Treasurer shall continue in the appointment until their successor is appointed.

(b) Referee-in-Chief

- (i) The Board shall appoint a Referee-in-Chief no later than the second meeting of the Board following the Annual Meeting.
- (ii) The Referee-in-Chief shall be a member of good standing.
- (iii) The Referee-in-Chief shall be an ex-officio member of the Board.
- (iv) The Referee-in-Chief shall continue in the appointment until their successor is appointed.

(c) Other Appointments

The Board may appoint members to specific duties from time to time as may be deemed necessary to carry out the objects of the CMHA or to advise the Board. The Board shall prescribe the duties of such appointments that may include but not limited to Coaches, Trainers, Managers, Convenors, Equipment Manager, Registrar, and Statistician.

BY-LAW 5 FINANCES

Article 5.1 Fiscal Year

The fiscal year for the CMHA shall be from April 1 to March 31.

Article 5.2 Audit

An auditor will be appointed at the Annual Meeting for the following year. The auditor will report to the membership on the Financial Statement at the Annual Meeting.

Article 5.3 Signing Officers

Two signatures shall be required for all cheques and documents of the CMHA. Signing officers shall be:

President, 1st and 2nd Vice-President, and Secretary-Treasurer.

Article 5.4 Deposits and Securities

The securities of the CMHA shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, by the Executive Committee on behalf of the CMHA and must be reported at the next meeting of the Board and ratified by the same.

BY-LAW 6 RESERVES

Article 6.1 Percentage of Reserves to be maintained

Monies and investments calculated as 50% of the average operating cost of the CMHA over the previous five (5) seasons shall be maintained in Reserves.

Article 6.2 Valuation of Reserves

All monies and investments will be valued on March 31.

Article 6.3 Disposing of Surplus Reserves

Should the Reserves, and interest earned on the Reserves, exceed the prescribed minimum at the current fiscal yearend the Board may transfer 50% of the surplus to the next fiscal year's revenue. This application of Reserves' surpluses may continue on a yearly basis until the prescribed minimum Reserves is attained.

Article 6.4 Restoring Reserves

The Board shall endeavour to restore the Reserves to the prescribed minimum level. If, at the end of the current fiscal year the Reserves are below the prescribed level, the Board shall develop a financial plan and present this to the membership at the Annual Meeting.

Article 6.5 Operating Losses

The Board may use the Reserves to cover shortfalls in revenue as applied to normal operating costs for the current fiscal year.

Article 6.6 Purchase of Assets using Reserves

On occasion, the purchase of significant assets may be required by the CMHA. In this event, a Special Meeting of the membership shall be called and appropriate motions passed to allow the use of Reserves for this purchase.

BY-LAW 7 EXECUTION OF DOCUMENTS**Article 7.1**

Deeds, transfers, licences, contracts and engagements on behalf of the CMHA shall be signed by either the President or Vice-Presidents and by the Secretary-Treasurer, and the Secretary-Treasurer shall affix the seal of the CMHA (Corporation) to such instruments as require the same.

Article 7.2

Contracts in the ordinary course of the CMHA's operations may be entered into on behalf of the CMHA by the President, Vice-Presidents, Secretary-Treasurer or by any person authorized by the Board.

Article 7.3

The President, Vice-Presidents, the Directors, Secretary-Treasurer, or any one of them, or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the CMHA in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the CMHA transfers of shares, bonds, or other securities from time to time transferred to the CMHA, and may affix the CMHA (Corporate) seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the CMHA (Corporate) seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

Article 7.4

Notwithstanding any provisions to the contrary contained in the By-Laws of the CMHA, the Board may at time to time by resolution direct in the manner which, and the persons or persons by whom, any particular instrument, contract or obligations of the CMHA may or shall be executed.

BY-LAW 8 PARLIAMENTARY AUTHORITY

The Parliamentary authority for the CMHA shall be "Bourinot's Rules of Order (1995)".

BY-LAW 9 ORGANIZATIONAL DOCUMENTS, BOOKS AND RECORDS**Article 9.1 CMHA Operations Guide**

Three separate and distinct organizational documents make up the CMHA Operations Guide; the Interpretation of Objects, By-laws and Policy Manual. Each document affects a different aspect of how the CMHA is organized, guided and managed. The Board shall maintain an updated copy of all documents in the Operations Guide.

Article 9.2 Books and Records

The Directors shall see that all necessary books and records of the CMHA required by the By-Laws of the CMHA or by any applicable statute or law are regularly and properly kept.

BY-LAW 10 AMENDMENTS**Article 10.1 Interpretation of Objects**

- (a) The Letters Patent, and Objects contained therein, is the incorporation document of the CMHA and subject to the provisions and requirements of the Corporations Act (Ontario).
- (b) The interpretation of these objects shall be the primary document of the Operations Guide that identifies the purpose and values of the CMHA, therein called Interpretation of Objects.
- (c) Proposed amendments to the Interpretation of Objects shall be made in writing and received by the CMHA Secretary-Treasurer 30 days prior to the Annual Meeting. The name of the proposer must be included with the motion of amendment.
- (d) Motions to amend the Interpretation of Objects made at general meetings of the membership will be carried forward to the Annual Meeting.
- (e) Amendments to the Interpretation of Objects must be passed by a 2/3 vote of members present and eligible to vote at the Annual Meeting
- (f) Unless stipulated in the motion, amendments to the Interpretation of Objects take effect upon a successful ballot.

Article 10.2 By-Laws

- (a) The By-Laws establish the structure, criteria and process for running the CMHA. These rules shall be abided by Officers, Directors, and appointees to ensure their accountability to members and the public.
- (b) The Board may create and/or amend the By-Laws but such changes must be ratified by a 2/3 vote of eligible members present at the following Annual Meeting or general meeting of the membership or the changes become null and void.

- (c) Proposed amendments to the By-Laws by the membership shall be made in writing and received by the CMHA Secretary-Treasurer 30 days prior to the Annual Meeting. The name of the proposer must be included with the motion of amendment.
- (d) Unless stipulated in the motion, amendments to By-Laws shall take effect upon a successful ballot.
- (e) By-Laws shall not contradict the Interpretation of Objects.

Article 10.3 Policy Manual

- (a) The Policy Manual provides the framework, governance and operational policies that guide the organization.
- (b) The development of policy is an ongoing process. The Board has the authority to develop, establish, implement and evaluate policy so that the objectives of the CMHA may be carried out in a responsible and efficient manner.
- (c) Policies must be ratified by a 2/3 vote of all Directors; the result of which must be entered into the minutes of a meeting of the Board.
- (d) Whenever practical the Board will consult with the membership and knowledgeable persons in developing policies.
- (e) Policies shall not contradict the Interpretation of Objects or By-Laws.

*Originally approved by the membership at the Annual Meeting, April 15, 2000.
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