

# **Merritt and District Minor Hockey Association**

## **BYLAWS**

*[Amended May 30, 2022]*

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **1.1 Definitions**

1.1.1 In these bylaws:

- "Act" means the Societies Act of British Columbia, including the Societies Regulation under the Act, as altered from time to time;
- "ballot" means the *Board of Directors Election Ballot*
- "board" means the board of directors of the society;
- "bylaws" means these bylaws, as altered from time to time;
- "chair" means the chair of the board of the society;
- "constitution" means the constitution of the society, as altered from time to time;
- "director", means a member who has been designated, elected or appointed, as the case may be, to the board of the society in accordance with these bylaws;
- "member", means a person who becomes, in accordance with these bylaws, a member of the society and who remains a member of the society;
- "registrar" means the senior manager appointed as registrar of the society.
- "register of directors" means the record of the current directors of the board of the society;
- "register of members" means the record of the current members of the society;
- "senior manager", means a member of the society appointed by the board to manage a specific area of business of the society;
- "society" means the Merritt and District Minor Hockey Association, Merritt Minor Hockey and MMHA.
- "written notice" means any notice delivered to the recipient by hand, mail or electronic mail;

#### **1.2 Definitions in Act**

1.2.1 The definitions in the Act shall apply to these bylaws, unless stated otherwise in these bylaws.

### **1.3 Conflict with Act or Regulations**

1.3.1 If there is a conflict between these bylaws and the Act, the Act shall prevail.

### **1.4 Affiliations of the society**

1.4.1 The society and its members shall be affiliated with, and uphold the bylaws, regulations, and policies of the regional, provincial and national associations responsible for governing amateur hockey within the boundaries of the society.

### **1.5 Area of operations**

1.5.1 The registered office of the society shall be located in the City of Merritt.

1.5.2 The boundaries of the society shall be as defined by the affiliated regional, provincial or national association responsible for governing amateur hockey.

### **1.6 Fiscal year end**

1.6.1 The fiscal year end of the society will be on the 30<sup>th</sup> day of April, each calendar year.

## **PART 2 – MEMBERSHIP**

### **2.1 Classes of Members**

2.1.1 The society shall have the following classes of voting members:

- (a) regular member;
- (b) life member.

2.1.2 The society shall have the following classes of non-voting members:

- (a) participant member;
- (b) honorary member.

### **2.2 Application for membership**

2.2.1 A person may qualify for a membership in the society, if the person:

- (a) is over 18 years of age, unless the person is a participant, then the person must be the appropriate age for the division they are participating;
- (b) primarily resides within the boundaries of the society, pursuant to these bylaws;

2.2.2 A qualified person may complete an *Application for Membership* in the society and deliver it to the society, along with the annual dues, if any.

- 2.2.3 The board shall review an application for membership in the society, and upon confirming the applicant meets the qualifications for membership pursuant to these bylaws, shall admit the person as a member of the society.
- 2.2.4 An application for membership in the society received by the board after a notice of a general meeting has been published shall be reviewed following the conclusion of the said general meeting.
- 2.2.5 The board may reject an application for membership in the society without reasons.
- 2.2.6 A person shall not hold more than one active membership in the society.
- 2.2.7 A person may withdraw their membership in the society by delivering their written resignation to the board, and shall become effective on,
- (a) the date the resignation is received;
  - (b) if a date is specifically indicated in the resignation and it is later than the date received, on the date indicated.
- 2.2.8 An annual membership shall expire on the 30<sup>th</sup> day of June of each calendar year.
- 2.2.9 The board shall determine membership dues, fees and assessments.

### **2.3 Conduct, misconduct and discipline of members**

- 2.3.1 A member shall,
- (a) observe and uphold the constitution, bylaws, regulations and policies of the society and its affiliates.
  - (b) represent the society and its affiliates in such a manner as to not bring the reputation of the society or its affiliates into disrepute;
  - (c) report all allegations of misconduct to the board.
- 2.3.2 The board shall investigate and address all allegations of misconduct in a timely manner by way of a conduct review, including implementing disciplinary measures.
- 2.3.3 A member, subject of a conduct review, has a right to,
- (a) receive 5 days written notice of the conduct review, including a summary of the allegation and the date, time and place the conduct review will be held.
  - (b) make a reasonable representation at the conduct review, prior to a decision;
  - (c) receive written notice of the decision, including the reasons for disciplinary action taken, if any.
- 2.3.4 A member may be subject of disciplinary action, if an allegation of misconduct is substantiated by the board by way of conduct review, including:

- (a) a warning;
- (b) a reprimand;
- (c) a fine;
- (d) a suspension;
- (e) expulsion from the society.

2.3.5 A member, subject of disciplinary action, has a right to,

- (a) appeal the disciplinary action by completing a *Notice of Appeal*, and delivering it, along with necessary fees, if any, to the board;
- (b) receive written notice of the board meeting where the appeal will be heard;
- (c) make a reasonable representation to the board at the meeting, prior to the board making a decision to,
  - (i) uphold the decision, or
  - (ii) set aside the decision.

## **2.4 Member not in good standing**

2.4.1 A member is not in good standing, if the member:

- (a) fails to pay their annual membership dues, fees, fines and assessments and those dues, fees, fines and assessments remain unpaid;
- (b) is subject to a suspension from the society or any of its affiliates and the suspension has not expired;
- (c) has been expelled from the society or any of its affiliates and the member has not been reinstated.

2.4.2 A member, who is not in good standing,

- (a) shall not receive written notice of a general meeting;
- (b) shall not vote at a general meeting;
- (c) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **2.5 Termination of membership**

2.5.1 A person's membership in the society is terminated, if the person:

- (a) is not in good standing for 1 day;
- (b) has withdrawn their application for membership;
- (c) is deceased.

2.5.2 A person's rights afforded of being a member in the society, including any rights in the property of the society, if any, cease to exist when the person's membership in the society is terminated, in accordance with these bylaws.

2.5.3 A person, whose membership in the society has been terminated, remains liable for all dues, fees, fines and assessments resulting from membership in the society.

### **Part 3 – General Meetings of Members**

#### **3.1 Annual general meeting**

3.1.1 The annual general meeting shall be convened during the month of May of each calendar year at the time and place determined by the board.

#### **3.2 General meetings**

3.2.1 Aside from an annual general meeting, the board may call a general meeting at any time.

#### **3.3 Notice of general meeting**

3.3.1 Written notice of a general meeting shall be provided to each member of the society, at least 21 calendar days in advance of a general meeting, by:

- (a) delivering the notice to them by hand, mail or electronic mail, and
- (b) posting the notice on the society website.

3.3.2 Notice of a general meeting shall include:

- (a) the date and time of the meeting;
- (b) the place, which shall be located within the City of Merritt, unless, the meeting is a fully electronic meeting;
- (c) the nature of any special business, to be transacted at the meeting, given in sufficient detail as to permit a member receiving the notice to form a reasoned judgment concerning that business.

#### **3.4 Ordinary business at general meeting**

3.4.1 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the society presented to the meeting;
- (c) consideration of the reports of the directors and/or auditor;
- (d) business arising out of a report of the directors not requiring the passing of a special resolution.
- (e) appointment of an auditor;
- (f) election or appointment of directors;

### **3.5 Chair of general meeting**

3.5.1 The following is entitled to preside as the chair of a general meeting:

- (a) the person, if any, appointed by the board to preside as the chair;
- (b) if the board has not appointed a person to preside as the chair or the person appointed by the board is unable to preside as the chair,
  - (i) the president;
  - (ii) the vice-president, if the president is unable to preside as the chair;
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.5.2 If there is no individual entitled under these bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present shall elect an individual present at the meeting to preside as the chair.

### **3.6 Quorum at a general meeting**

3.6.1 The quorum for the transaction of business at a general meeting is 5 voting members.

3.6.2 No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, shall be transacted at a general meeting unless a quorum of voting members is present.

3.6.3 If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated;
- (b) in any other case, the voting members who are present constitute a quorum for that meeting.

3.6.4 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.7 Adjournment of a general meeting**

3.7.1 The chair of a general meeting may, or, if so directed by the voting members at the meeting, shall, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.7.2 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned

general meeting, except when a general meeting is adjourned for 30 days or more, then written notice of the continuation of the adjourned meeting shall be given.

### **3.8 Order of business at a general meeting**

3.8.1 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) deal with new business, including any matters which notice has been given to the members in the notice of meeting;
- (g) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the society for the previous financial year, and the auditor's report, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) appoint an auditor, and
  - (iv) elect or appoint directors;
- (h) terminate the meeting.

### **3.9 Voting at a general meeting**

3.9.1 Voting by proxy is not permitted.

3.9.2 Unless 2 or more voting members or the chair of the meeting request a secret ballot, voting shall be completed by:

- (a) show of hands;
- (b) oral vote;
- (c) another method that adequately discloses the intention of the voting members.

3.9.3 The chair of a general meeting shall announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

3.9.4 A matter to be decided at a general meeting shall be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by a higher voting threshold.

## Part 4 – Directors

### 4.1 Qualifications

- 4.1.1 A person is qualified to be a director of the society only if the person is a voting member of the society and is not,
- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise,
  - (b) an undischarged bankrupt, or
  - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
    - (i) the court orders otherwise,
    - (ii) 5 years have elapsed since the last to occur of
      - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
      - (B) the imposition of a fine,
      - (C) the conclusion of the term of any imprisonment, and
      - (D) the conclusion of the term of any probation imposed, or
    - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

### 4.2 Nominations for director

- 4.2.1 Any member of the society, who is in good standing, may nominate any other member of the society, who is qualified to be a director and in good standing, for election or appointment to the board by submitting a completed *Board of Directors Nomination* form and delivering it to the board.
- 4.2.2 The board shall review a *Board of Directors Nomination* form received prior to the notice of an annual general meeting and, if the nominee is qualified to be a director, will be listed on the *Board of Directors Elections Ballot* for the next annual general meeting.
- 4.2.3 The board shall not review a *Board of Directors Nomination* form received after a notice of a general meeting has been posted and the nominee,
- (a) will not be listed on the ballot for the next annual general meeting;



- (b) will be reviewed by the incoming board and, if the nominee is qualified to be a director, will be considered for appointment to:
  - (i) the board, should there be a vacancy or should a vacancy occur prior to the next annual general meeting;
  - (ii) a senior managers position within the society.

#### **4.3 Election or appointment of directors**

- 4.3.1 The society must have no fewer than 3 and no more than 7 directors elected or appointed to the board.
- 4.3.2 At each annual general meeting, the eligible voting members shall elect or appoint directors to the board from the list of nominees.
- 4.3.3 The board shall elect the president by majority vote from among the elected or appointed directors, immediately following the annual general meeting.
- 4.3.4 The president, once elected by the board, shall appoint the remaining directors to remaining board positions.
- 4.3.5 The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board.

#### **4.4 Director term of office**

- 4.4.1 The term of office for a director shall expire,
  - (a) if the director is elected to the board, two (2) years following their election;
  - (b) if the director is appointed to the board, at the conclusion of the next annual general meeting following their appointment.
- 4.4.2 If a majority of the terms of office expire in the same year, then the board may, extend the term of office of an elected director by one (1) year by ordinary resolution, so that a majority of the directors' terms of office continue to the following year.

#### **4.5 Director ceases to hold office**

- 4.5.1 A director shall cease to hold office
  - (a) when the director is
    - (i) not in good standing;
    - (ii) not qualified to be a director;
    - (iii) removed from the board by a special resolution of the board.
  - (b) at the conclusion of the annual general meeting in the year their term of office expires;
  - (c) upon delivering their resignation.

4.5.2 A director of the society who intends to resign shall give their resignation to the society in writing, and the resignation takes effect as defined in the Act.

## **Part 5 – Board of Directors**

### **5.1 Board positions**

5.1.1 The board shall be comprised of the following positions:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;

5.1.2 Directors who are elected or appointed to positions on the board in addition to the positions described in these bylaws are elected or appointed as directors-at-large.

5.1.3 The president is the chair of the board and is responsible for supervising all other directors in the execution of their duties.

5.1.4 The vice-president is the vice-chair of the board and is responsible for:

- (a) carrying out the duties of the president, if the president is unable to act;

5.1.5 The secretary is responsible for, or making the necessary arrangements for:

- (a) issuing notices of general meetings and board meetings;
- (b) keeping and maintaining the records of the society in accordance with the Act, including membership;
- (c) filing the annual report of the society and making any other filings required under the Act;
- (d) conducting the correspondence of the board;

5.1.6 The treasurer is responsible for, or making the necessary arrangements for:

- (a) managing and maintain all financial accounts and records of the society;
- (b) depositing all monies collected from the members or other sources;
- (c) payment of all financial agreements of the society;
- (d) preparing the society's financial statements;
- (e) making the society's filings respecting taxes;

### **5.2 Board meetings**

5.2.1 Board meetings shall be held at least once in each calendar month,

- (a) in person;

(b) by another form of media, so long as those in attendance are able to participate fully.

5.2.2 A board meeting may be called by the president or by any 2 directors.

5.2.3 At least 2 days written notice of a board meeting shall be given, unless the directors consent to a shorter notice period.

5.2.4 The incidental omission to give written notice of a board meeting to a director, or the non-receipt by a director, does not invalidate proceedings at the meeting.

5.2.5 The directors shall regulate their meetings and proceedings as they deem fit.

5.2.6 The quorum for the transaction of business at a board meeting is a majority of the directors.

### **5.3 Voting at a board meeting**

5.3.1 Voting by proxy is not permitted.

5.3.2 Unless 2 directors or the chair of a board meeting request a secret ballot, voting shall be completed by:

(a) show of hands;

(b) oral vote;

(c) another method that adequately discloses the intention of the voting members.

5.3.3 The chair of a board meeting shall announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

5.3.4 Any matter to be decided by the board shall be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by a higher voting threshold.

5.3.5 The directors may pass a directors' resolution without a meeting, if a majority of the directors consent to the resolution by email and the decision is recorded in the minutes of the next board meeting.

### **5.4 Disclosure of director's interest**

5.4.1 Subject to these bylaws, a director is in a conflict of interest when they have a direct or indirect material interest that is known by the director or reasonably ought to have been known, in

(a) a contract or transaction, or a proposed contract or transaction, of the society, or

(b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.

- 5.4.2 A director whom is in a conflict of interest shall,
- (a) disclose fully and promptly to the other directors the nature and extent of the conflict of interest,
  - (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred being considered,
  - (c) leave the directors' meeting, if any,
    - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be in attendance to provide information, and
    - (ii) when the other directors vote on the contract, transaction or matter,and
  - (d) refrain from any action intended to influence the discussion or vote.
- 5.4.3 A disclosure of a conflict of interest shall be evidenced in at least one of the following records:
- (a) the minutes of a board meeting;
  - (b) a consent resolution of directors;
  - (c) a record that is delivered to the board by,
    - (i) hand delivering or emailing it to the director of administration or president of the board, or
    - (ii) mailing it by registered mail to the mailing address of the society.
- 5.4.4 If all of the directors have disclosed a conflict of interest in a contract, transaction or matter, all of the directors may, despite the conflict of interest, vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter.
- 5.4.5 This section does not apply to a director of a society in respect of a contract, transaction or matter that relates to any of the following:
- (a) reimbursement to the director by the society of the director's expenses;
  - (b) indemnification of or payment to the director;
  - (c) the purchase or maintenance of insurance for the benefit of the director.

## **Part 6 – Senior Mangers**

### **6.1 Election or appointment of senior managers**

- 6.1.1 The board may elect, appoint or remove, at any time, a member of the society as a senior manager.

## **6.2 Role of senior managers**

6.2.1 The board may alter, at any time, a senior manager role.

## **6.3 Authority of senior managers**

6.3.1 The board may delegate authority to a senior manager to conduct business of the society and may alter this authority at any time.

## **6.4 Disclosure of senior manager's interest**

6.4.1 Subject to these bylaws, a senior manager is in a conflict of interest when they have a direct or indirect material interest that is known by the senior manager or reasonably ought to have been known, in

- (a) a contract or transaction, or a proposed contract or transaction, of the society, or
- (b) a matter that is or is to be the subject of consideration by the board, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the society.

6.4.2 A senior manager whom is in a conflict of interest shall,

- (a) disclose fully and promptly to the board the nature and extent of the conflict of interest,
- (b) leave a board meeting,
  - (i) if the senior manager is in attendance at a board meeting when the contract, transaction or matter is discussed, unless asked by the board to be in attendance to provide information,
  - (ii) when the board votes on the contract, transaction or matter, and
- (c) refrain from any action intended to influence the discussion or vote.

6.4.3 A disclosure of a conflict of interest shall be evidenced in at least one of the following records:

- (a) the minutes of a board meeting;
- (b) a consent resolution of directors;
- (c) a record that is delivered to the board by,
  - (i) hand delivering or emailing it to any director of the board, or
  - (ii) delivering it by registered mail to the mailing address of the society.

6.4.4 This section does not apply to a senior manager of the society in respect of a contract, transaction or matter that relates to any of the following:

- (a) reimbursement to the senior manager by the society of the senior manager's expenses;

- (b) indemnification of or payment to the senior manager.
- (c) the purchase or maintenance of insurance for the benefit of the senior manager.

## **Part 7 – Remuneration, Reimbursement, Indemnification and Authority**

### **7.1 Remuneration**

7.1.1 A director shall not be remunerated, unless the director is providing services to the society in a capacity, other than a senior manager, at the discretion of the board.

7.1.2 A senior manager may be remunerated at the discretion of the board, if the senior manager is not a director.

### **7.2 Reimbursement for expenses**

7.2.1 A director or senior manager shall be reimbursed for reasonable and necessary expenses incurred while performing society business.

### **7.3 Indemnification**

7.3.1 Subject to the Act and these bylaws, the society:

- (a) indemnifies a director or senior manager against all penalties to which they may be liable in respect an eligible proceeding;
- (b) after the final disposition of an eligible proceeding, shall pay the expenses of a director or senior manager actually and reasonably incurred by a director or senior manager in respect of the eligible proceeding, if:
  - (i) the director or senior manager has not previously been reimbursed for those expenses, and
  - (ii) the director or senior manager was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything they ought to have done.

7.3.2 The society may purchase and maintain insurance, for the benefit of a person, against any liability that may be incurred by reason of the person being or having been a director or senior manager of the society.

### **7.3 Signing authority**

7.3.1 A contract or other record to be signed by the society shall be signed on behalf of the society

- (a) by the president, together with one other director,

- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 directors;
- (d) if 2 directors are unable to provide a signature, by a director and a senior manager authorized by the board to sign the record on behalf of the society;
- (e) in any other case, by 2 senior managers authorized by the Board to sign the record on behalf of the society.

#### **7.4 Policy-making authority**

- 7.4.1 The board shall have the authority to alter the policies of the society.

### **Part 8 – Committees and Working Groups**

#### **8.1 Committees**

- 8.1.1 The board may, from time to time, create or dissolve a committee to act on behalf and with the delegated authority of the board, to conduct specific business of the board.
- 8.1.2 A committee shall be comprised of at least 3 members, consisting of one director, who is appointed by the president and will be the chair of the committee, and a combination of other members of the society, who are in good standing and appointed by the president.
- 8.1.3 A committee shall conduct meetings or hearings, pursuant to the same rules under these bylaws, and will provide a monthly report to the board outlining the activities of the committee.

#### **8.2 Working groups**

- 8.2.1 The president may, from time to time, create or dissolve a working group to perform a specific task on behalf of the board.
- 8.2.2 A working group shall be comprised of at least 3 members, consisting of one director or senior manager, who is appointed by the president and will lead the working group, and a combination of other members of the society, who are in good standing and appointed by the president.
- 8.2.3 A working group shall complete the assigned task and provide a written report of the findings to the board.