



New Sarepta Minor Hockey Association
Box 215, New Sarepta, AB T0B 3M0
www.nsmha.ca

To:
Service Alberta Registries
P.O. Box 1007 Stn. Main
Edmonton, AB T5J 4W6

Re: SPECIAL RESOLUTION – Bylaw Change

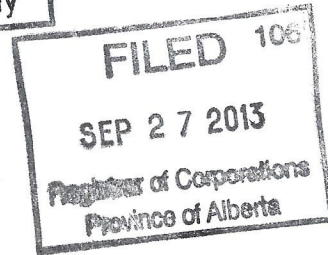
I hereby certify that the following special resolution was passed at a meeting of the members of the New Sarepta Minor Hockey Association on April 16, 2013.

The existing bylaws were repealed and are replaced by the attached bylaws dated September 10, 2013 and signed by all members of the Board of Directors.

Date: September 26, 2013

Signature: *Andy Kellert*

Andy Kellert
President
New Sarepta Minor Hockey Association



New Sarepta Minor Hockey Association
(NSMHA)

FILED 106
SEP 27 2013
Registrar of Corporations
Province of Alberta



Bylaws

Revision Date – Sep 10, 2013

Table of Contents

- 1.0 Name of Association
- 2.0 Interpretation
- 3.0 Definitions
- 4.0 Membership
- 5.0 Membership Suspension / Expulsion
- 6.0 Reinstatement of a Suspended or Expelled Member
- 7.0 Grievances
- 8.0 Annual General Meetings of the Membership
- 9.0 Annual General Meeting Business
- 10.0 Special General Meetings of the Membership
- 11.0 Board of Directors
- 12.0 Elections of the Board of Directors
- 13.0 Responsibilities of the Board of Directors
- 14.0 Fiscal Management and Audit
- 15.0 Governing Bodies
- 16.0 Indemnification
- 17.0 Amendments to Bylaws
- 18.0 Society Seal
- 19.0 Dissolution

1.0 Name of Association

1.1 This not-for-profit society shall be known as “New Sarepta Minor Hockey Association” and can be referred to as “NSMHA”.

2.0 Interpretation

2.1 Index and Headings – the insertion of headings and the provisions of an Index are for the convenience of reference only and shall not affect the construction or interpretation hereof.

2.2 Terms – the terms “bylaws”, “hereof”, “herein” “hereunder” and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word “Bylaw” followed by a number shall mean the particular Bylaw being part of these Bylaws.

2.3 Singular, Plural and Gender – words importing the singular number only include the plural and vice versa and words importing the use of any gender include all genders.

2.4 In Writing – “in writing” or “written” include printed, hardcopy or any electronic means of communication.

2.5 Notice – whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

3.0 Definitions

3.1 “Act” means the Societies Act of Alberta.

3.2 “AGM” means an Annual General Meeting.

3.3 “Association” means the New Sarepta Minor Hockey Association or NSMHA.

3.4 “Board” means the Directors of the Association acting as a body (the Board of Directors).

3.5 “Director” means any person elected or appointed to a position on the Board.

3.6 “General Meeting” means an Annual General Meeting (AGM) and / or a Special General Meeting.

3.7 "Member" means a Member of the Association who is in compliance with the constitutions, bylaws, policies and procedures and regulations of the Hockey Canada, Hockey Alberta, applicable leagues and the New Sarepta Minor Hockey Association and who are not under suspension for any breach of the foregoing.

3.8 "Participant(s)" means a player(s) properly registered to participate in the Association's hockey program.

3.9 "Persons" include corporations and associations.

3.10 "Public Notice" means notification via NSMHA website and / or email.

4.0 Membership

4.1 Membership in the Association shall include the following:

- a) Each parent or legal guardian of each individual who is properly registered to participate in the Association's hockey program upon payment of the player's annual registration fees and any other outstanding monies owing to the Association.
- b) Each Director/Board Member of the Association upon election to a position on the Board of Directors.
- c) Each Member of team management (coach, assistant coaches, managers) upon approval of appointment to team management by the Board of Directors.
- d) Those persons over the age of eighteen recognized by New Sarepta Minor Hockey Association as actively volunteering or giving their time directly to the betterment of hockey within the New Sarepta Minor Hockey Association.

4.2 Members who are parents or legal guardians of a properly registered participant(s) in the hockey program are entitled to one vote, at an annual general meeting or special general meeting, on any issue.

4.3 Every Member shall comply with the bylaws, policies and procedures of the Association and any rules of order governing the conduct of General Meetings, Special General Meetings and meetings of the Board of Directors.

4.4 Any Member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors.

5.0 Membership Suspension / Expulsion

5.1 Any Member who is in arrears of fees or assessments as of December 15th of any season may be suspended from the Association by the Board and shall not be entitled to membership privileges or powers in the Association (including on-ice privileges for related registrants) until the fees/assessments have been paid and the Member is reinstated.

5.2 A Member may be suspended from the Association for a serious violation, or violations, of Hockey Canada, Hockey Alberta, league or Association bylaws, policies and procedures.

5.3 Any Member serving a suspension or other disciplinary action imposed by a league, Hockey Alberta, the New Sarepta Minor Hockey Association or other governing authority shall not be considered to be a Member in good standing and will lose membership privileges, including serving a team, serving on the board or serving in any other official capacity. Privileges will be reinstated once the term of suspension has been served.

5.4 The Board of Directors shall have the power, by a vote of three fourths (3/4) of a quorum of the Board of Directors, to suspend any Member whose conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interest and/or reputation of the Association or who willfully committing a breach of the Bylaws of this Association. Upon suspension all privileges and/or powers are forfeited until such time as the suspended member has been reinstated by the Association.

5.5 No Member shall be suspended without being notified of the charge or complaint against him/her, and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

5.6 Any Member upon a two thirds (2/3) vote of all Members of the Association present and in good standing may be expelled from membership for any cause deemed reasonable by the Association.

5.7 A quorum of the Board of Directors shall consist of a majority of those Board Members elected and/or appointed upon which at least three (3) days notice has been given. It shall not be necessary to provide notice in writing.

6.0 Reinstatement of a Suspended or Expelled Member

6.1 At the next regularly scheduled General Meeting of the Association, the Membership shall deliberate on the status of the suspended Member.

6.2 Upon receipt of a written request to the President to be reinstated from an expelled Member, at the next regularly scheduled General Meeting of the Association, the Membership shall deliberate on the status of the expelled Member.

6.3 A three fourths (3/4) vote of those Members present and in good standing shall be sufficient to reinstate the suspended or expelled Member.

7.0 Grievances

7.1 Grievance Procedure

- a) Any Member in good standing with a Grievance towards the Association or any Member thereof may request that a Special Meeting of the Board of Directors be called by stating in writing the nature of the grievance to the President. The President will notify all Members of the Board of Directors the date of the Special Meeting and the grievance to be addressed. The Special Meeting must be called within thirty (30) days of receipt of the request.
- b) Any Member not satisfied with the decision of the Special Meeting must, in writing, present to the President, a petition containing not less than the signatures of two thirds (2/3) of the Members in good standing, requesting a Special General Meeting be set to present, discuss and vote upon the grievance named in the petition. All Members in good standing must be given the opportunity to review the petition. Upon receipt of the written request and the petition, the President shall call a Special General Meeting within thirty (30) days of receipt of said documents. All voting Members of the Association shall be given a minimum of seven (7) days notice of a Special General Meeting of the Association.
- c) Recommendations discussed, voted upon and approved by a majority of not less than three fourths (3/4) of those present at the Special General Meeting will be acted upon by the Board of Directors and the General Membership.

8.0 Annual General Meetings of the Membership

8.1 Two (2) Annual General Meetings of the Association shall be held each year, one of which is to be held at the completion of each hockey season and prior to May 31st, and the second to be held at the commencement of each following hockey season and prior to Oct 1st.

8.2 Thirty (30) days of public notice shall be given for meetings of the Members. Notice of the Annual General Meeting(s) must specify the place, day and hour of meeting and the general nature of the business to be addressed during the meeting and include any motion(s) to be proposed at that meeting.

8.3 The accidental omission to give notice of an Annual General Meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

8.4 A Member who has been suspended or is otherwise not in good standing is not eligible to vote at a general meeting. A Member who is the subject of an expulsion resolution may only attend that portion of a meeting dealing with his/her expulsion.

8.5 Each Member has the right to speak to any issue raised at an AGM.

8.6 Voting on any issue is by a show of hands except when a ballot is requested by a majority of Members present, on a show of hands.

8.7 Proxy voting is prohibited.

8.8 The chair of an Annual General Meeting shall only vote in the event of a tie.

8.9 The quorum for Annual General Meetings of the Association shall consist of twenty (20) voting Members present in person. This number can include the Members of the Board in attendance. If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned and postponed at a later date till a quorum can be met.

- a) No official business, other than a call to order and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- b) If, during a general meeting, a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

8.10 The President, or in the absence of the President, the Vice President, must preside as chair of the Annual General Meeting or Special General Meetings. If the President or the Vice President is not present within thirty (30) minutes of the time appointed for holding the meeting, and all other Directors present are unwilling or unable to act as Chair, the meeting shall be adjourned or terminated.

8.11 The rules contained in Robert's Rules of Order shall govern NSMHA in all cases in which they are applicable and in which they are not consistent with the rules of the order of this society.

9.0 Annual General Meeting Business

9.1 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board and the financial statements shall be presented.

9.2 The suggested order of business for meetings for all General Meetings shall be:

- a) Minutes of the previous meeting
- b) Business arising from the minutes
- c) President's Report
- d) Treasurer's Report
- e) Directors' Reports
- f) Correspondence
- g) New Business
- h) Elections (Spring Annual General Meeting only)
- i) Adjournment

10.0 Special General Meetings of the Membership

10.1 Special General Meetings of the Association must be called upon the instruction of any five (5) Members of the Board of Directors or and ten (10) Members in good standing provided that:

- a) The request to call a special meeting is made in writing and directed to the President.
- b) The reason or reasons for requesting a special meeting is stated in writing.

10.2 The Board of Directors must call a Special General Meeting of the Association within thirty (30) days of receipt of the request to call said special meeting.

10.3 All voting Members of the Association shall be given a minimum of seven (7) days notice of a Special General Meeting of the Association.

10.4 The agenda of any Special General Meeting of the Association shall be restricted to the reason or reasons stated in the written request to call said meeting.

10.5 Members of the Association shall be notified of Special General Meetings, stating the reason(s) for calling the Special General Meeting by public notice.

10.6 A quorum for Special General Meetings of the Association shall consist of a minimum of twenty (20) voting Members, including the Members of the Board in attendance.

10.7 Each Member has the right to speak to any issue raised at a Special General Meeting.

11.0 Board of Directors

11.1 The Board of Directors shall consist of the following voting Members:

- a) President
- b) Vice President
- c) Secretary
- d) Registrar
- e) Player Development Director
- f) Coach Development Director
- g) Peewee & Above Director
- h) Atom & Below Director

11.2 The Board, so elected or appointed, shall serve until their successors are elected or appointed unless removed by a resolution of the Board or termination occurs through resignation.

11.3 A vacancy occurring during the year may, at the discretion of the Board, be filled by a Board appointment for the balance of the term. Alternatively, the Board may call for the position to be filled by election at the next annual general meeting or special general meeting of the membership.

11.4 Any Member in good standing is eligible to hold office in the Association.

11.5 A person may hold only one position at a time on the Board.

11.6 The Board shall, subject to the bylaws and direction given to it by a majority vote at any meeting properly called, constituted and conducted, have full control and management of the affairs of the Association.

11.7 Meetings of the Board shall be held as often as required, but at least once every three months, and shall be called by the President.

11.8 A Special Meeting of the Board of Directors may be called on instruction of any five (5) Members of the Board provided they request, in writing, that the President call such a meeting. The written request for a meeting must state the reason for calling the meeting.

11.9 Members of the Board shall receive a minimum of three (3) days notice of a meeting of the Board. Such notice may be by email or by telephone.

11.10 All elected and appointed persons on the Board, with the exception of the President, shall be entitled to one vote on any motion. In the event of a tie vote, the President shall be entitled to vote on the motion.

11.11 A majority of the Members of the Board shall constitute a quorum for the transaction of business of any meeting of the Board.

11.12 The Board may, upon a three fourths (3/4) vote of all its Members present, suspend any member of the Board from their position on the board who, in the opinion of the Board, has been, or is being remiss or neglectful of duty or by conduct tending to impair his/her usefulness and/or discretion as a member of the Board. A suspended Member of the Board shall be given confirmation of his/her suspension in writing. The written notice must specify both the reason(s) for the suspension and the length of the suspension.

11.13 A suspended Board Member not satisfied with the decision of the Board must, in writing, present to the President, a petition containing not less than the signatures of two thirds (2/3) of the Members in good standing, requesting a Special General Meeting be set to present, discuss and vote upon the grievance named in the petition. All Members in good standing must be given the opportunity to review the petition. Upon receipt of the written request and the petition, the President shall call a Special General Meeting within thirty (30) days of receipt of said documents. All voting Members of the Association shall be given a minimum of seven (7) days notice of a Special General Meeting of the Association.

11.14 The Board may, upon a three fourths (3/4) vote of all of its Members present, suspend a Member of the Board pending a recommendation to the general membership that the Member be expelled for the remainder of his/her term of office.

11.15 The call for expulsion shall be by way of resolution placed before a Special General Meeting. Written notice to the Board Member must specify the reason(s) for the expulsion.

11.16 The Board Member must be provided sufficient and reasonable opportunity to speak to the resolution for expulsion.

11.17 Failure to call a Special General Meeting of the membership within thirty (30) days as specified in Section 9 Special General Meetings of the Membership shall result in immediate reinstatement of the Board Member.

11.18 Unless approved by a majority vote at a regular General Meeting of the Association, no Member of the Board of Directors shall receive any remuneration for services rendered to the Association.

11.19 A Member of the Board ceases to be a member of the Board:

- a) On ceasing to be a Member of NSMHA.
- b) At the end of the term of office, unless re-elected.

- c) On becoming unable or unwilling to perform the duties of a Board Member for any reason.
- d) Failing to attend three consecutive meetings of the Board without Board authorization.

12.0 Elections of the Board of Directors

12.1 All Members of the Board of Directors shall serve two (2) year terms of office.

12.2 All elections of Members of the Board of Directors will be conducted at the Spring Annual General Meeting. Regardless when elected all two (2) year terms will commence and end at the Spring AGM when the positions are up for nomination.

12.3 Every Member of New Sarepta Minor Hockey Association shall have the privilege of nominating a qualified representative for each Board or other position open for election each year.

12.4 Every nomination must be seconded by a Member in good standing.

12.5 Should there be more than one (1) nominee the nominees will be excused from the room while membership voting takes place.

12.6 If a current board Member would like to stay on in their position at the end of their two (2) year term they can let their name stand for re-nomination and subsequent voting process.

12.7 Positions on the Board filled through the election process will be filled in the following order:

- a) President
- b) Vice President
- c) Secretary
- d) Registrar
- e) Player Development Director
- f) Coach Development Director
- g) Peewee & Above Director
- h) Atom & Below Director
- i) Other positions will be filled in the order determined by the Board

12.8 If a position is not filled at the time then the Meeting Chairperson may elect to defer the nomination to the next Fall AGM.

13.0 Responsibilities of the Board of Directors

13.1 The Board shall administer the affairs of the Association in all things and may exercise all such powers and do all such other acts and things as the Association is authorized to exercise and do in accordance with the Alberta Societies Act including:

- a) Advising the Members on all matters of policy.
- b) Reviewing the previous season's operations prior to the Annual General Meetings and establishing policies for the forthcoming season prior to commencement of the season.
- c) Establishing and maintaining liaison with Hockey Alberta and associated league(s).
- d) Monitoring and ensuring that each Member of the Association abides by the bylaws, policies and procedures of the Association and rules and regulations determined by Hockey Canada, Hockey Alberta and league(s) where Association teams participate.
- e) Suspension of any Member who fails to comply with the forgoing bylaws, policies, procedures, rules and regulations.
- f) Expenditure of funds as per the approved budget.
- g) Provision of a full report of the activities of the Association to all Members at the Annual General Meeting(s).
- h) Engaging the services of legal counsel with respect to the affairs of the Association.

13.2 Under the policy direction of the Board, the President is responsible and accountable for the general management, direction and control of the day to day activities of the Association. The President, unless unable to be present, presides at all meetings of the Association. The President is an ex-officio Member of all Association committees and is the principal signing officer of the Association.

13.3 Detailed descriptions of the responsibilities of all positions on the Board shall be detailed in New Sarepta Minor Hockey Association policy documents.

13.4 The President may reassign responsibilities to Members of the Board based on interests, skills and availability to ensure that the Association achieves its stated purpose, at the discretion of the Board of Directors.

13.5 The secretary shall be responsible for documenting and keeping meeting minutes for all Annual General Meetings, Special General Meetings and Executive Meetings.

14.0 Fiscal Management and Audit

14.1 Fiscal Year:

- a) The Fiscal Year of the Association shall end on the 31st of May of each year.
- b) The Financial Statement of the Association must be prepared for presentation to the Members at the Annual General Meeting(s).

14.2 The Treasurer shall be responsible for documenting and keeping the NSMHA financial records.

14.3 The books and records of the NSMHA may be inspected by any Member in good standing upon giving reasonable notice to the President or Vice President who will arrange a time satisfactory to the Treasurer having care of the applicable books and/or records.

14.4 The cheques of the Association shall be signed, typically, by the President and the Treasurer or by others to whom signing authority has been properly delegated in writing.

14.5 The Association may borrow, raise or secure the payment of money in such manner as it sees fit, including by the issue of debentures. No debenture can be issued without the sanction of a special resolution. Members may, by motion, restrict the borrowing power of the Board, but a restriction so imposed expires at the next AGM.

14.6 The Association must invest its funds only in such secure, guaranteed investments as recommended by the Board.

14.7 A qualified accountant shall be appointed by the Board to audit the financial records and accounts of NSMHA each year. The audited financial statement shall be provided to the NSMHA Members at the Fall Annual General Meeting.

14.8 The Association Members shall, at the Fall Annual General Meeting, ratify the actions, business and any other activities by the Board of Directors performed during the fiscal year just completed provided that the Association has been presented with the audited Financial Statement.

15.0 Governing Bodies

15.1 The Association recognizes Hockey Canada, Hockey Alberta and the affiliated hockey league(s) as governing bodies of the sport of hockey and agrees to abide by rules and regulations instituted by these bodies.

16.0 Indemnification

16.1 Each and every Board Member shall be deemed to have assumed office on the express condition that the Board Member, his/her heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the NSMHA against all costs, charges and expenses whatsoever, such Board Member sustains or incurs in any action or proceeding which is brought or prosecuted against him/her in respect of any act or matter done or permitted by him/her in the execution of the duties of his/her office and also costs, charges and expenses which he/she may sustain or incur in relation to the affairs of the NSMHA except such costs, charges and expenses as are occasioned by his/her own fraud, dishonesty, willful neglect or default.

16.2 No Board Member of the NSMHA shall be liable for the acts, receipts, neglects or defaults of any other Board Member or Employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the NSMHA through the insufficiency or deficiency of title to any property acquired by order of the Board Members for or on behalf of the NSMHA for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the NSMHA shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or wrongful act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in the judgment on his/her part or for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or in relation thereto unless the same shall happen by his/her own or through his/her own willful act or default.

16.3 Board Members may rely upon the accuracy of any statement or report prepared by the NSMHA's Treasurer and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

17.0 Amendments to Bylaws

17.1 The Bylaws of this Association may only be rescinded, altered or added to by a motion, passed by a majority of not less than three fourths (3/4) of such voting Members as are present in person at an Annual General Meeting of which thirty (30) days notice, in writing, specifying the intention of the proposed motion.

18.0 Society Seal

18.1 New Sarepta Minor Hockey Association will not adopt a society seal.

19.0 Dissolution

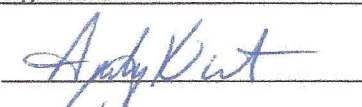
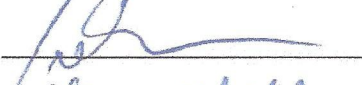
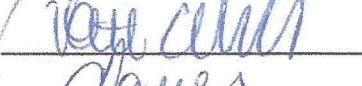




19.1 In the event that the New Sarepta Minor Hockey Association dissolves, the Board of Directors on behalf of the Association shall:

- a) All equipment purchased by the Association with funds obtained through grants shall be turned over to the agency from whom the grant was received.
- b) Items on loan shall be returned to the loaner.
- c) All remaining supplies, materials, property or funds shall first go towards the payment of any and all outstanding debts, in the Associations name.
- d) All remaining equipment, supplies or materials shall be turned over to Hockey Alberta whose responsibility it shall be to give, free of charge, the equipment, supplies or materials to any organization in Alberta showing need of such equipment, supplies or materials.
- e) Anything that remains shall be sold or dispersed as per government regulations. Any dispersements, if allowed, shall go toward the enhancement of the sport of Amateur Hockey in Alberta.

THE ABOVE BYLAWS SUPERSEDE ALL PREVIOUS BYLAWS AND/OR AMENDMENTS OF THE NEW SAREPTA MINOR HOCKEY ASSOCIATION.

THE ABOVE BYLAWS WERE APPROVED BY THE NEW SAREPTA MINOR HOCKEY ASSOCIATION AT ITS SPRING ANNUAL GENERAL MEETING HELD ON APRIL 16, 2013 .

SIGNED THIS DAY SEPTEMBER 10, 2013 .

<u>Title</u>	<u>Name</u>	<u>Signature</u>
President	<u>Andy Kellert</u>	
Vice President	<u>Jeff Laberge</u>	
Secretary	<u>Kate Clifford</u>	
Registrar	<u>Cindy Lauer</u>	
Player Development Director	<u>Shawn Lauer</u>	
Coach Development Director	<u>Derrick Spence</u>	
Peewee & Above Director	<u>Chris Edgerly</u>	
Atom & Below Director	<u>Tom Noble</u>	