GLENLAKE

SOCIETY BYLAWS

Glenlake Minor Hockey Club

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Registrar of Corporations
Province of Alberta

PREAMBLE

The Society shall be called the Glenlake Minor Hockey Club which also may be known or referred to as 'Glenlake, or the 'Club'.

DEFINITIONS

In all Bylaws of the Association unless the context otherwise specifies or requires:

a) **"Act"** means the Societies Act of the Province of Alberta as amended from time to time.
b) **"Annual General Meeting"**, "Special Meeting" and "General Meeting" mean the meetings required to be held in accordance with Article 6.
c) **"Association Members"**:
   - South Calgary Community Association
   - North Glenmore Park Community Association
   - Lakeview Community Association
   - Canadian Forces Base Calgary Community Association
   - Any other community association admitted by a vote of the Members upon recommendation of the Board.
d) **"Board"** or **"Board of Directors"** means the Board of Directors which includes Officers and other duly elected Members.
e) **"Executive"** shall be composed of the Officers as herein defined.
f) **"Registered Member"** means: (i) an individual player of legal age registered to play hockey with Glenlake for the current playing season and in good standing; and (ii) a parent or legal guardian of a minor player registered to play hockey with Glenlake for the current playing season and in good standing.
g) **"Member"** means a Registered Member or an Association Member.
h) **"Motion"** means a resolution of the Members or the Board, as applicable, passed at a meeting of the Members or the Board as applicable, by a majority of the Members, or the Directors as applicable.
i) **"Officers"** mean individuals holding the following positions: President, Vice President(s), Treasurer & Secretary.

ARTICLE 1

1.1 MEMBERSHIP

Membership shall be open to parents or legal guardians of a minor child, or to a player over the age of 18 who participates in hockey activities under the jurisdiction of the Club and who has paid the necessary registration fee(s) approved by the Board of Directors. Membership is not transferrable.

Membership is seasonal and associated with the current playing season. Registered membership expires on the first day registration opens for the next season unless renewed by registration for the next season.

All members in good standing have the right to attend and vote at the Annual General Meeting, General Meeting or Special Meeting except Association Members who are not entitled to a vote. One vote shall be allotted to each individual registered player to be voted by a parent or guardian. Members by virtue of being a parent or guardian of a registered player will not have a separate vote.

All members in good standing have the right to stand for office on the Board.

Any member in arrears for fees and assessments will not be allowed to register in the Association in subsequent years until the delinquent amounts have been settled to the satisfaction of the Board of Directors.

All members are obligated during Club activities to conduct themselves according to the Policies and Procedures and Bylaws of the Club.

Any other community member interested in furthering the objectives of the Club may become a member on approval of the Board of Directors and payment of a membership fee; if applicable.

1.2 LIMITATION ON THE LIABILITY OF MEMBERS

No member is, in their individual capacity, liable for any debt or liability of the Society.

1.3 MEMBERSHIP WITHDRAWAL

Any member wishing to withdraw from Membership may do so upon written notice to the Board through its Administrator or Secretary and may be refunded fees in an amount determined by the Board. Any member in arrears for fees and assessments will not be allowed to register in the Association in subsequent years until the delinquent amounts have been settled to the satisfaction of the Board of Directors.

1.4 EXPULSION or SUSPENSION

The Directors may expel or suspend, with or without conditions, any members from membership and/or from participating in Glenlake programs, by resolution of the Directors passed by a two thirds majority of the votes cast at a properly called Directors meeting if;

a) The conduct of the member is determined by the Directors, in their sole discretion; to be improper, unbecoming or contrary to the interests or reputation of the Club or;
b) The member commits a breach of the Bylaws or policies, rules or regulations of the Club; that are in effect from time to time.

ARTICLE 2

2.1 THE GOVERNANCE OF THE SOCIETY

The Board governs and manages the affairs of the Club. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

a) Promoting the objectives of the Society
b) Operate the hockey program at all levels
c) Promoting membership in the Society
d) Maintaining and protecting the Society's assets and property
e) Approving an annual budget for the Society
f) Paying all expenses for operating and managing the Society
g) Paying persons for services and protecting persons from debts of the Society
h) Investing any extra monies
i) Financing the operations of the Society, and borrowing or raising monies
j) Making policies for managing and operating the Society
k) Having the power to rescind, alter, or add to any Glenlake policies and procedures as the need arises.
l) Approving all contracts for the Society
m) Maintaining all accounts and financial records of the Society
n) Appointing legal counsel as necessary
o) Making policies, rules and regulations for operating the Society and using its facilities and assets
p) Selling, disposing of, or mortgaging any or all of the property of the Society

2.2 BOARD OF DIRECTORS

The Board shall be responsible to the general membership and shall have full control and management of the Society within the Bylaws to serve the best interests of the membership.

Meetings of the Board shall be held as often as may be required, but at least every second month and shall be called by the President.

A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election or if they acted as a Director pursuant to the appointment or election.

Directors serve two-year terms, provided that there is no limit on the number of consecutive terms a Director may be elected to. Terms should be staggered so that, as near as practicable, half expire each year.

In the event a vacancy occurs during the year, the Board is empowered to appoint a replacement from the membership for the balance of the term. Appointed Directors serve until the next AGM.

In addition to the President, Vice President(s), Secretary and Treasurer the Board will also consist of at least five (5) elected Directors.

At a meeting of the Board of Directors quorum for the Board of Directors will consist of 50% + 1 of voting board members.

Any Director or Officer may be removed from the Board of Directors by a vote of no less than 75% of the Board for any cause which the Board may deem reasonable.

2.2.1 VOTING AT BOARD MEETINGS

Members of the Board of Director's shall not vote on any question:

a) Affecting a private company of which they are shareholders;
b) Affecting a public company in which they hold more than one percent (1%) of the number of shares;
c) Affecting a partnership or firm of which they are members;
d) Concerning a contract for the sale of goods, merchandise or services to which they are a party;
e) In which they have direct or indirect pecuniary interest, except questions of general benefit to a class of which there are by statute necessarily members;
f) Directly affecting the placement of discipline of any player to whom they are directly related.

Any Director excluded by virtue of the above shall so declare before discussion of the question and shall not participate in the debate, and shall be excused for that specific discussion.

2.2.2 CONDUCTING BUSINESS

Questions arising at any meeting of the Board, including procedural questions, shall be decided by a majority of votes. If a vote is tied, the President votes to break the tie.

At the Board of Director's discretion, motions can be ratified without the use of a formal meeting via the use of telephone, virtual meeting and/or email.

In ratifying resolutions by a mechanism other than a formal meeting the following will apply:

a) Telephone or other virtual meeting – The motioning Director will obtain the support and seconding by one other Director. Each Director will be contacted via telephone and explained the motion. Their vote will be documented.

b) Email – An e-mail outlining the motion will be raised by a Director and seconded

by another Director. Each Director will receive a copy of the motion. Each Director will respond within at least three (3) business days to the motion.

All such motions via telephone, virtual meeting or e-mail will be accepted and/or rejected based on the same rules for Board meetings.

Motions will be reviewed and documented in the minutes at the next Board meeting.

2.2.3 Committees

The Board may establish committees and delegate responsibilities. Committees may include non-Directors; however, the chair of each committee shall be a director. Committees report to the Board.

2.3 OFFICERS

All Officers shall be elected from the Board. One person may hold more than 1 office, except the offices of President and Vice-President. Officer positions may be held for only two years. Voting for board members may combine director and officer roles into a single vote.

2.4 PRESIDENT

The President shall perform the duties of the office of President as follows:

a) Shall be an ex-officio member of all committees
b) Shall preside at all Board meetings
c) Shall not vote except to cast a deciding vote
d) Oversee all Directors and is responsible for all duties of the Club
e) Preside at the Annual General Meeting
f) Acting as official spokesperson of the Club
g) Shall be the official representative of the Association at Hockey Calgary meetings
h) Other duties as assigned

The President shall, upon completion of his term, act as the Past President, in an advisory capacity to the Executive and the Board.

2.5 VICE-PRESIDENT

The Vice-President's duties include:

a) Performing the duties of the President in the absence of the President.
b) Any other duties that are assigned by the Board.

2.6 SECRETARY

The Secretary shall perform the duties of the office of the Secretary which shall include:

a) Attend all meetings of the Society and of the Board
b) Attend the Annual General Meeting
c) Reports to the Board

d) Shall be responsible for overseeing the Clubs books and minutes of the Board meetings
e) Responsible for governance and policies/procedures of the Club
f) File annual Society returns

In case of the absence of the Secretary, their duties shall be discharged by such person as appointed by the Board.

2.7 TREASURER

The Treasurer shall perform the duties of the office of the Treasurer which shall include:

a) Attend and participate at monthly Board Meetings
b) Attend the Annual General Meeting
c) Reports to the Board
d) Shall properly account for the funds of the Society and keep such books as may be directed.
e) Shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

The positions of the Secretary and Treasurer may be filled by one person at any Annual Meeting for the election of Officers.

ARTICLE 3

3.1 ANNUAL BUDGET

a) The budget meeting must be attended by at least the President, Vice President(s) and Treasurer.
b) A preliminary budget is to be prepared by at least one week before registration opens for the purpose of setting registration revenues and per player/per team expenses are known.
c) All members of the Board shall be entitled to reimbursement, with prior consent, for reasonable expenses incurred while engaged in business approved by the Club.

ARTICLE 4

SEAL OF THE SOCIETY

The Board may adopt a 'seal'; as the seal of the Society.

The Secretary shall have charge of the seal of the Society unless the Board decides otherwise.

The seal of the Society can only be used by persons as authorized by the Board. The Board must pass a motion to name the authorized persons.

ARTICLE 5

5.0 AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

The fiscal year of the Society in each year shall be: May 31

The books and records of the Club may be inspected by any Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to Director(s) having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 6

MEETINGS OF THE SOCIETY

6.0 ANNUAL GENERAL MEETING

This Society shall hold an Annual General Meeting on or before May 31st each year. The Board sets the place, day and time of the meeting.

Notice will be given a minimum of 21 days in advance and circulated by email and/or posted on the association website. The Notice will state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

The Annual General Meeting deals with the following matters:

a) Adopting the agenda
b) Adopting the minutes of the last Annual General Meeting
c) Considering the President's report
d) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report
e) Appointing the auditors
f) Electing Directors and Officers
    i. Persons nominated for Treasurer should have a financial background, preferably a professional accounting designation.
    ii. Voting for director and officer positions may be combined into a single vote
g) Considering matters specified in the meeting notice
h) Other specific motions that any member has given notice of before the meeting is called

Fifteen (15) members shall constitute a quorum at the Annual General Meeting.

An AGM shall be deemed to be fairly constituted if at least Fifteen (15) members in good standing within the Club are in attendance. This shall also constitute a quorum for purposes of items requiring membership approval.

6.1 GENERAL MEETING

General meeting may be called at any time; by the Secretary upon instructions of the President or Board.

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the association website. The notice will state the place, date and time of the Special Meeting and any business requiring a special resolution. If Special Resolution is required at the meeting then 21 days notice is required.

Agenda for General Meeting - Only the matter(s) set out in the notice for the General Meeting are considered at the General Meeting.

Procedure at the General Meeting - Any General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

6.2 SPECIAL MEETING

Special Meeting may be called by the President or Secretary upon:

a) Resolution of the Board of Directors to that effect or;
b) On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or;
c) On the written request of at least one- third (1/3) of the number of registered players. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the association website. The notice will state the place, date and time of the Special Meeting and any business requiring a Special Resolution. If Special Resolution is required at the meeting then 21 days notice is required.

Agenda for Special Meeting - Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

Procedure at the Special General Meeting - Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

ARTICLE 7

7.0 VOTING

Only Members in good standing are eligible to vote at an AGM.

A member has one (1) vote, to a maximum of such number of votes per family as there are registered players. A show of hands decides every vote, unless in the circumstances the President of the meeting determines that it is appropriate to use secret ballots, or if at least five (5) voting members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.

Any Officer shall also be a Member and be eligible to vote at any validly constituted meeting of Members, however, an Officer who is also a parent of a child registered to play hockey with the Association shall only be allowed one (1) vote at any such Meeting.

The President has the casting vote in the case of a tie vote.

A voting member may not vote by proxy.

Each issue and resolution shall be determined by majority vote, except where these Bylaws or governing law provide otherwise.

The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes 'for and against' the resolution.

ARTICLE 8

8.0 REMUNERATION

Unless authorized at a meeting and after notice of same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for services to the Club except for designated administrative duties that may be contracted out at the Board's discretion.

No contract personnel have voting privileges in the Club. No immediate family member of the paid contract personnel may hold a position on the Board.

ARTICLE 9

9.0 BANKING, BORROWING, AND SIGNING AUTHORITY

For the purpose of carrying out its objectives, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures but this power shall be exercised only under the authority of the Club, and in no case shall debentures be issued without the sanction of a special resolution of the Club.

Wherever possible, the Club shall conduct its' financial transactions through accounts at

Canadian Chartered Banks or the Province of Alberta Treasury Branches. Only Officers may perform banking approvals and authorize payments for the Club

Any two officers may sign contracts binding the Club.

ARTICLE 10

10.0 BYLAWS

These Bylaws may be made, repealed or altered to by a Special Resolution at any Annual General or General Meeting of the Society.

The twenty-one (21) days' notice of the Annual General or General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

The made, repealed or altered Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 11

11.0 DISTRIBUTING ASSETS & DISSOLVING THE SOCIETY

The Society does not pay any dividends or distribute its property among its Members.

If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the the Club of Calgary, Alberta.

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

ARTICLE 12

12.0 OTHER MATTERS

Directors and Officers of the Club shall be indemnified by the Club for all costs, charges and expenses reasonably incurred arising from the affairs of the Club, providing the Director or Officer has acted honestly and in good faith with a view to the best interests of the Club and, in case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the conduct was legal.

Notices may be given via email to the email on record with the Club.