



Erie North Shore Minor Hockey Association By-laws

An amended set of Bylaws generally relating to the affairs of the Erie North Shore Minor Hockey Association (ENSMHA).

BE IT ENACTED as the Bylaws of the Erie North Shore Minor Hockey Association as follows:

ARTICLE 1 - DEFINITIONS

- 1.1 The following terms, when used in these bylaws and in all other playing policy, rules and resolutions of the Erie North Shore Minor Hockey Association shall have the following meaning unless the context otherwise requires:
- a) "AGM" means Annual General Meeting of the members;
 - b) "A/E" means Alternate Entry;
 - c) "Association" means Erie North Shore Minor Hockey Association (or such other name as the Association may in the future legally adopt);
 - d) "Audit" means an examination of an accounting document and of the evidence in support of its correctness;
 - e) "Act" means the Corporations Act, R.S.O. 1990, c.38, as amended, or its successor legislation;
 - f) "Board" means the Board of Directors of the Association;
 - g) "Director" means an individual who has been elected or appointed to the Board;
 - h) "Harrow Arena" means the arena complex located at 243 McAfee Street, Harrow, Ontario;
 - i) "Kingsville Arena" means the arena complex located at 1741 Jasperson Lane, Kingsville, Ontario;
 - j) "Letters Patent" is the legal documents prepared for government approval, which approval when granted gives "life" (corporate status) to the Association;
 - k) "Members" means all classes of membership in the Association as more particularly set out in Article 5;
 - l) "Meeting of Members" means any meeting of the classes of membership set out in Article 5, either separately or in concert;
 - m) "Policies" means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;
 - n) "Registered Player" means a player registered with the Association, paid-up to date and playing with the Association;
 - o) "Special Resolution" means a resolution requiring 66.7% of votes cast to pass;
 - p) "ENSMHA" means Erie North Shore Minor Hockey Association
 - q) "LL" means Local League;
 - r) "ECHLL" means Essex County Hockey Local League
 - s) "They/Them" in these bylaws and in all other by-laws of the Association hereafter passed, unless context otherwise requires, refers to singular or plural number of members as the case may be;
- 1.2 All the words and terms appearing in the corporation act have the same meaning in these bylaws and all resolutions of the association.

ARTICLE 2 - OBJECTIVES AND PURPOSE

- 2.1 ENSMHA was created to allow and develop competitive Representative and LL divisions.

- 2.2 The Association shall promote, administer and improve organized amateur hockey in the Towns of Harrow and Kingsville as a member of the OMHA within the authority of the OHF and Hockey Canada (as those terms are defined in Article 4.1) by:
- a) Fostering and encouraging the sport of hockey within the territory under its control;
 - b) Fostering community spirit among its members and all supporters;
 - c) Having and exercising a general care, supervision and direction over all participating Association activities; and
 - d) Promoting keen sportsmanship and the development of healthy minds and bodies.

ARTICLE 3 - REGISTERED OFFICE AND SEAL, FISCAL YEAR

- 3.1 The registered head office of the Association shall be 1741 Jasperson Lane, Kingsville, Ontario, N9Y 3J4. The mailing address shall be the same.
- 3.2 The corporate seal of the Association shall be in form that the Board may by resolution adopt from time to time.
- 3.3 The fiscal year of the Association shall be from May 1 to April 30.

ARTICLE 4 – AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- a) Hockey Canada ("HC"), Ontario Hockey Federation ("OHF"), Ontario Minor Hockey Association ("OMHA"), Bluewater Hockey League and ECHLL.
 - b) Such other affiliations as the Board deems necessary and appropriate to carry out the Association's stated objectives.
 - c) The Town of Essex (Harrow) and Town of Kingsville Parks and Recreation Departments.

ARTICLE 5 - CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- a) Active Membership;
 - b) Parent/Guardian Membership;
 - c) Honorary Membership

ARTICLE 6 - MEMBERSHIP, ELIGIBILITY AND VOTING ENTITLEMENT

6.1 Terms and Eligibility

- a) Active Membership: Active members shall consist of all directors, conveners, committee members, all team officials rostered to active Association teams, all registered players who are at least eighteen (18) years of age and in good standing of the Association. Members in this classification shall be entitled to one vote per person at any Meeting of the Members.
- b) Parent/Guardian Membership: Parent/Guardian Members shall consist of all parents or legal guardians of registered players under the age of eighteen (18) years of age and in good standing of the Association. Members in this classification shall be entitled to one vote per eligible registered player at any Meeting of the Members. Where an eligible registered player has two

parents or legal guardians, only one (1) vote shall be cast with respect to said eligible registered player.

- c) Honorary Members: May be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated by any Member at a Meeting of the Members or of the Board and such nomination to have effect, must be confirmed by a majority vote of the Board or the Members (where such nomination is proposed at a Meeting of the Members). All individuals who were previously designated as "Life Members" under any Association predecessor by-law, shall be deemed an Honorary Member.

Honorary Members shall have no vote, unless such member is duly elected or appointed to the Board of the Association

6.2 Membership List

The Registrar shall prepare and maintain a list of current Active, Parent/Guardian and Honorary Members of the Association, which list shall be updated as may be necessary from time to time. Such list shall be kept in an online format within the Hockey Canada Registry and available upon request to all Directors and Members, who comply with Section 306(1) of the Act (or its successor legislation). Such list shall be used to determine the eligibility to participate in the Association and to attend and vote at any meeting of Members.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary, shall commence on or after the 1st day of May in each year, and shall lapse and terminate on the 30th day of April, next following the date on which such Membership commenced.

6.4 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;

Members whose fees are in arrears for a period of three (3) months shall be suspended from Membership and shall not be permitted to vote or hold office in the Association. The Association President shall inform those concerned of this suspension, in writing.

Members whose conduct is considered, by the Board, to be detrimental to the Association shall be expelled from the Association. The Vice President of Travel, or the Vice President of Local League (as appropriate) shall inform those concerned of this expulsion, in writing.

6.5 Membership Fees

Registration fees shall be prescribed by the Board based on income statements and proposals drawn up by the Treasurer. Fees for any unexpired term are nonrefundable, subject to the discretion of the Board and any existing policies in place.

6.6 Record Date

Individuals who are Members of the Association at least 35 days in advance of any AGM are entitled to receive notice of the AGM and to vote at such AGM. Any person who is not a Member of the Association at least 35 days in advance of the AGM is not entitled to notice of said AGM or to vote at such AGM, for which the record date has been established.

6.7 Notification of AGM and Right to Vote

All Members shall be entitled to receive notice of and an invitation to attend the AGM. Only Active and Parent/Guardian Members shall be entitled to vote at the AGM or such special Meeting of the Members, which may be called by the Board on its own motion or through a requisition of the Members, pursuant to Article 7.3(b) herein.

ARTICLE 7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting

The AGM shall be held each year between April 1st and May 30th. If both arena locations are unavailable at the time of the AGM, the Board may choose an alternate location at their discretion.

7.2 Regularly Scheduled Board Meetings

If the directors or the Members call a meeting of the Members, those directors, or members, as the case may be, may determine that the meeting be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Copies of the minutes of all Member's meetings shall be forwarded as expeditiously as possible after such meetings to the members of the Board of Directors.

7.2 Business to be transacted

The following business shall be transacted at the AGM:

- a) Approval of the agenda;
- b) Approval of the minutes from the previous meeting of the Membership;
- c) Receiving written reports of the activities of the Association for the preceding year;
- d) Receiving information regarding the planned activities of the Association for the current year;
- e) Receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- f) Appointment of an auditor for the next ensuing year where the board deems it necessary;
- g) Consideration of any proposed amendments to the Letters Patent, or By-Laws of the Association;
- h) To elect all the directors and create the executive of the association for the following year;
- i) Any other matter(s) properly referred to the Association President in writing by any Member on or before 6 p.m. no later than 30 days prior to the date of the AGM, unless otherwise authorized by the President.

7.3 Special Meeting of the Members

In addition to the AGM referred to herein, a special meeting of the Members may be called at any time by:

- a) On requisition of 60% or higher of the Board
- b) On requisition to the Board, signed by at least 5% of all Members of the Association, specifying the nature of the business to be discussed at such Special meeting. Within ten (10) days of

receiving such requisition, the Board shall provide notice to the Membership of time, date and place of such special meeting.

- c) Each voting member present at a meeting shall have the right to exercise one vote. There shall be no proxy votes.
- d) A bare majority of the votes cast by members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or bylaws.

7.4 Business at Special Meeting

Only the business specified in the notice of the special meeting shall be transacted at that meeting.

7.5 Notice

Annual General Meeting

Notice of time, date, place and agenda of the AGM shall be posted on the Association website and any Social Media platforms, as well as sent out via email for those members who have provided a valid email address, no later than thirty (30) days prior to the date of the AGM.

7.6 Special Meetings

Notice of time, date, place and business to be transacted at any special meeting shall be posted on the Association website and any Social Media platforms, as well as sent out via email for those members who have provided a valid email address no later than twenty (20) days prior to the date of such Special Meeting.

7.6 Quorum

A quorum for an AGM or Special Meeting shall be a minimum of 60% of those eligible to vote and present in person. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.7 Business to be transacted

A majority of the votes cast by Members entitled to vote, unless otherwise required by the Act or by-laws of the Association, shall decide every question proposed for consideration at Meetings of Members.

At meetings of Members and unless otherwise specified herein, every question shall be decided by a show of hands, unless a specific vote count or secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number of votes recorded in favor or against the motion.

7.8 Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Bylaws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;

- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.9 Proxies

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

7.10 Adjournments

Any meeting of the Association or the Board of Directors may be adjourned at any time. Such business that may have been transacted at the original adjourned meeting may be as transacted at the proceeding meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made because no quorum is present.

7.11 Chair

In the absence of the Chair (President), the Members present and entitled to vote at any Meeting of Members, shall choose a Vice President as Chair and if no Vice President is present or if all the Vice Presidents present decline to act as Chair, the Members present shall choose any Member present to be Chair.

ARTICLE 8 - BOARD OF DIRECTORS

8.1 Composition

a) Eligibility

A Director shall:

- i. Be at least eighteen (18) years of age; ii) Not be an undischarged bankrupt or of unsound mind;
- ii. Be a Member in good standing of the Association at the time of their election or appointment or have been a Member in good standing of the Association during at least one of the three (3) years immediately preceding the year in which election is held;
- iii. Remain a Member in good standing of the Association throughout their term of office;
- iv. Shall receive a clear police screening report from the Ontario Provincial Police

b) Number of Directors

The affairs of the Association shall be managed by a Board, which shall consist of a maximum of twenty-one (21) elected directors of whom all are in good standing with the association.

c) Term of Office

Unless removed by the Members pursuant to a Special Resolution pursuant to Article 6.4. (c), each Director shall hold office for a period of one (1) year and shall cease to be a director at the AGM held on or about the anniversary date of the Director's election. Executive members shall hold office for a period of two (2) years and shall cease to be an executive at the AGM held on or about the anniversary date of the Director's election.

d) Consecutive Terms

Directors and Executives are welcome to serve consecutive terms in the event that they are voted back into their position during the AGM at the end of their term.

e) Removal

A Director may be removed from the Board, prior to the end of their term, by Special Resolution passed at a special meeting of the Board.

f) Vacancies

If a Director resigns or is otherwise removed, the Board shall appoint a replacement Director maintaining conditions set out in 8.1(a). The replacement Director shall serve out the balance of the originally elected Director's term.

g) Qualification

The Association shall endeavor to nominate an individual as Treasurer who has an accounting designation, employment experience or skills in accounting practice and procedures.

ARTICLE 9 - PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

The election of Directors shall take place at the AGM. Nomination of self or another member can be declared 14 days prior to the AGM to the Association President and/or may be announced during the AGM provided that the voting process for any position in question has not yet started.

9.2 Nominees Listed

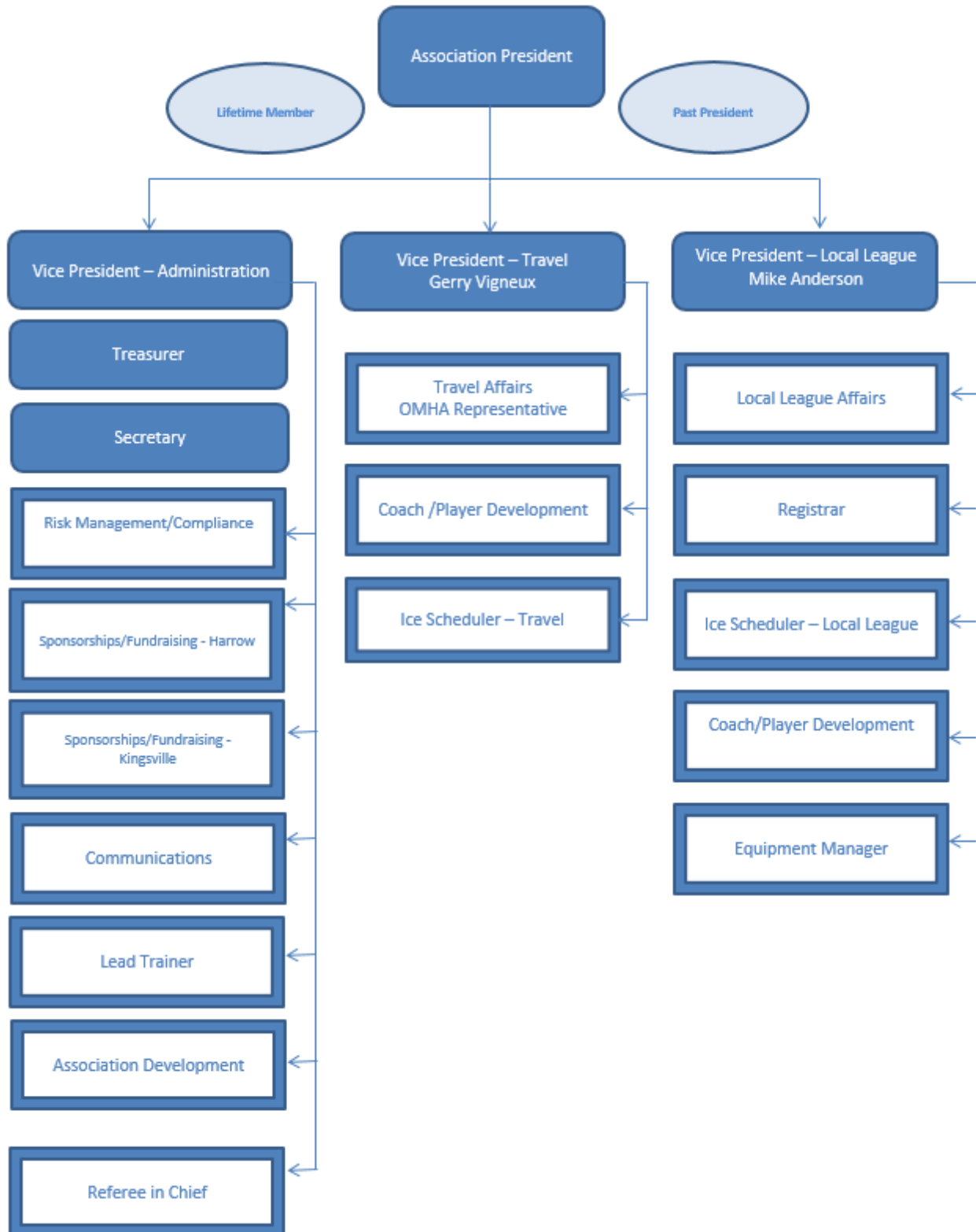
The AGM minutes shall reflect any member who wishes to be nominated for any position, as well as the member named in each vacancy.

9.3 Elections

The election of Directors may be by secret ballot, unless the number of nominees is less than or equal to the number of positions to be filled at the AGM, in which case such nominees shall be acclaimed as Directors. The results of the election shall be communicated to the Members by the Chair. The results of the election (i.e. the votes cast in favour of each nominee) shall be recorded by the Board and maintained in the Association's records. In the event of a tie the Association President shall cast the deciding vote.

ARTICLE 10 - ELECTED DIRECTORS AND RESPONSIBILITIES

10.1 Board Composition



10.2 Director Responsibilities

Directors shall fall under the supervision of their Executive lead. Responsibilities shall be written in the Association's policies and procedures.

ARTICLE 11 – EXECUTIVE MEMBERS

11.1 Establishment and Composition

Subject to the provisions contained in these bylaws and the Act, the Board may appoint Executive members. The Executive Committee members will be comprised of the President, Vice President Harrow LL, Vice President Kingsville LL Vice President – Administration, Vice President – Rep/Travel, Vice President - Local League, Treasurer, and Secretary and Registrar. Unless otherwise determined by the Board, the Executive Committee Members shall have the power to fix its quorum at not less than a majority of its Members and to regulate its procedure.

11.2 Duties and Jurisdiction

The Executive Committee Members shall:

- i. During the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board meeting;
- ii. Present a report regarding the activities of the Executive Committee members to the Board;
- iii. Recommend policy to the Board regarding management and administrative issues relation to the Association; and
- iv. Deal with any other matters assigned to it by the Board.

ARTICLE 12 – EXECUTIVE MEMBER ROLES AND RESPONSIBILITIES

12.1 Executive Member Roles and Responsibilities

a) Association President

The Association President shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. be a signing officer on all association bank accounts
- iii. act as Chair of the board, the Executive Committee and at all meetings of the members
- iv. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated;
- v. exercise general supervision of the Association in accordance with its constitution and such policies, regulations and rules as determined by the Board; (v) be an ex-officio Member of all committees (permanent and ad-hoc) of the Association;
- vi. report regularly to the Board on matters of interest;
- vii. delegate tasks as necessary;

- viii. approve the suspension or discipline of teams, team officials or players, subject to ratification by the Disciplinary Committee meeting, which shall be convened within three (3) days of suspension;
- ix. assist in the transition of duties to the incoming President; and
- x. such further and other matters as may be ancillary to the duties as set out above.
- xi. be conversant with all of the business to be transacted at each meeting.

b) Vice President – Administration

The Vice President – Administration shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. be a signing officer on all association bank accounts.
- iii. act as Chair of the board, the Executive Committee and at all meetings of the members as needed
- iv. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated as needed;
- v. assume the duties of the President in the absence for any reason of the President or should the position of President become vacant during the President's term. In such case, the Vice-President Administration shall fill the position of President for the remainder of the President's term. In such case, the Board shall appoint a new Vice President Administration from amongst its remaining elected members;
- vi. exercise general supervision of the following positions: Treasurer, Secretary, Director of Compliance and Risk management, Director of Sponsorship, Director of Fundraising, Director of Communications, Director of Officials, Director of Association Development, and Lead Trainer in accordance with its constitution and such policies, regulations and rules as determined by the Board;
- vii. ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- viii. report regularly to the Board on matters of interest;
- ix. delegate tasks as necessary;
- x. be conversant with all of the business to be transacted at each meeting;
- xi. assist in the transition of duties to the incoming President; and
- xii. such further and other matters as may be ancillary to the duties as set out above.

c) Vice President Representative/Travel Division

The Vice President Representative/Travel Division shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. act as Chair of the board, the Executive Committee and at all meetings of the members as needed
- iii. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated as needed;
- iv. exercise general supervision of the following positions: Travel Affairs – OMHA Representative, Travel Ice Scheduler, Travel Coach Liaison/Player Development in accordance with its bylaws and such policies, regulations and rules as determined by the Board;
- v. oversee the complete operation of all Representative ("Rep") teams;

- vi. preside at all meetings of Rep teams' groups, which shall include all coaches and managers from the Rep teams, as well as all Rep conveners;
- vii. be the liaison between the Rep teams and the Board;
- viii. if selected as the head coach of a representative team, vacate their responsibilities to an alternate Board member for that division only;
- ix. prepare and report to the Board on the operations of the Rep teams at all regularly scheduled Board meetings;
- x. assist in the scheduling and rescheduling of all Rep team games and practices;
- xi. ensure that each Rep team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- xii. enforce the policies, rules and regulations;
- xiii. recommend to the Disciplinary Committee the suspension of teams, players and team officials, when such action may be required;
- xiv. be conversant with all of the business to be transacted at each meeting;
- xv. be the alternate delegate for the OMHA, and attend as many meetings as possible;
- xvi. be the primary representative for the Bluewater League and attend these meetings;
- xvii. assist in the transition of duties to the incoming Vice President – Representative/Travel; and
- xviii. such further and other matters as may be ancillary to the duties as set out above.

d) Vice President – Local League Division

The Vice President – Local League Division shall:

- i. oversee the complete operation of all LL teams;
- ii. be the liaison between the LL teams and the Board;
- iii. exercise general supervision of the following positions: Local league Affairs, Registrar, Ice Scheduler – Local League, Coach/Player Development, Initiation Program Coordinator, and Equipment Manager in accordance with its bylaws and such policies, regulations and rules as determined by the Board;
- iv. if selected as the head coach of a LL team, vacate their responsibilities to the President for that division only;
- v. prepare and report to the Board on the operations of the LL at regular Board meetings;
- vi. assist in the scheduling and rescheduling of all LL games and playoffs;
- vii. inform the Director of Ice Scheduling – Local League of the LL team's requirements;
- viii. ensure that each LL team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- ix. enforce the policies, rules and regulations;
- x. recommend to the Disciplinary Committee the suspension of teams, players and team officials, when such action may be required;
- xi. be Primary Representative at Essex County Local League Meeting;
- xii. be conversant with all of the business to be transacted at each meeting;
- xiii. assist in the transition of duties to the incoming Vice President – Local League; and
- xiv. such further and other matters as may be ancillary to the duties as set out above.

e) Treasurer

The Treasurer shall:

- i. be responsible for the bookkeeping of the association and all monetary transactions including but not limited to cheque writing, paying of invoices and bills, expense reimbursements and any other transactions involving the association's finances;
- ii. shall be a signing officer on all association bank accounts;
- iii. shall maintain divisional bank accounts when necessary to manage funds such as sponsorship and donations that may be directed at a specific Division within the association. When these funds are not directed at a specific division all funds shall be split evenly between the divisions;
- iv. ensure adherence to and implementation of financial policies in the financial administration of the Association;
- v. ensure the submission of the tax return of the Association at the end of the financial year;
- vi. present a report of tax return from the previous year and a projected financial position for the current year to the Membership at the AGM;
- vii. when requested by the Board, present the report of the auditor for the previous year;
- viii. provide financial statements at monthly Board Meetings;
- ix. coordinate and keep record of registration; by October 1st and updates as necessary prior to the AGM;
- x. evaluate, review, and recommend financial policy to the Board and to the Executive Committee;
- xi. have an accounting or financial background and/or experience in related positions; this may be a paid position given the complexity and importance of the duties performed (remuneration to be determined and voted on by the current members of the Board and reviewed bi-yearly at the AGM). Where this position is paid, the Treasurer shall resign as a Director and the Board shall appoint them to Executive Level where the Treasurer shall not maintain voting rights;
- xii. ensure that all necessary and appropriate insurance has been purchased;
- xiii. assist in the transition of duties to the incoming Treasurer; and
- xiv. Such further and other matters as may be ancillary to the duties as set out above.

f) Secretary

The Secretary shall:

- i. record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings, and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute of law, the Letters Patent and By-Laws and the Policies and procedures established by the Board or by the membership;
- ii. be a signing authority on all Association bank accounts;
- iii. provide and post all minutes, once passed by the Board;
- iv. assist in the transition of duties to the incoming Secretary;
- v. such further and other matters as may be ancillary to the duties as set out above.

ARTICLE 13 - BOARD GOVERNANCE AND PROCEDURE

13.1 Governance

The Board shall govern the Association in compliance with the objects, powers, bylaws and policies of the Association.

13.2 Board Meetings

A quorum for a Board meeting shall be a minimum 60% of the Directors. No business shall be transacted in the absence of a quorum.

Regular Meetings

The Board shall endeavor to meet monthly from September 1 — May 31 and at least once between June 1 and August 31. The meetings shall be held on dates designated by the Chair or in the absence of the Chair a Director nominated and approved by the Directors present at the meeting. A date/schedule for regular Board meetings shall be set at the conclusion of each Board meeting. Notice of regular Board meetings will be sent electronically to all Board members.

Special Meetings

A Special Meeting of the Board may be called:

- i. By the Chair, who may convene a special meeting of the Board on providing no less than four (4) days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;
- ii. On written requisition to the Chair of four (4) Directors, which requisition shall specify the nature of the business to be transacted at such meeting.
- iii. Error in Notice
- iv. No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Public Meetings

All Board meetings shall be open to Members and such other persons who may be invited by the Board.

In Camera Meetings

Notwithstanding the foregoing, the Board may recess to an in camera session to:

- i. Entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or
- ii. If the decision required is based on the character or reputation of a Member or other persons; or
- iii. When the business is such that the Association could be prejudiced by reporting of the business discussed in the private session.

No party, other than the Board, or a non-Board Member with the invitation of the Board, may attend an in camera session. At such in camera session, the Board shall appoint as recording secretary, one of its Members, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting

same. All notes and records arising from such in camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

Every Director shall respect the confidentiality of matters brought before the Board in camera.

13.3 Voting

Each Director present at a Board meeting, shall be entitled to one vote. The Quorum must have 60% in favour to pass.

13.4 Voting Procedures

A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is requested by a Director present. A declaration by the Chair that a motion has been carried or defeated and an entry in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

13.5 Remuneration

Directors shall serve without remuneration and no elected Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director for any service rendered to the association, provided that, the Board may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

13.6 Conflict of Interest

Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association, shall make a full and fair declaration of the nature and extent of the interest at a Board meeting at which the question of entering into the contract or transaction or other matter is first raised. If the affected Director is either not a Director at the time such contract, transaction or other matter is first raised, then at the first meeting at which the affected Director is first in attendance.

After making such declaration the affected Director shall not vote on such a contract or transaction or other matter, nor shall they be counted in the quorum in respect of such a contract, transaction or other matter.

If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, they shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

13.7 Indemnification

Every Director shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses whatsoever that they sustain in or arising of any action, suit or proceeding that is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or arising out of the execution of

the duties of their office. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by their own willful misconduct or gross misconduct.

13.8 Insurance

The Association shall purchase Commercial Insurance to cover properties held at both Kingsville Arena and Harrow Arena which shall be renewable yearly in such amounts as the Board may from time to time determine. Directors and Officers errors and omissions liability insurance shall be purchased through OMHA insurance purchased on behalf of all Board members on a yearly basis.

13.9 Regulations and Rules

In accordance with applicable incorporation legislation and with these bylaws, the Board is empowered to make policies and procedures to manage the affairs of the association.

ARTICLE 14 - ORGANIZATIONAL DIVISIONS

14.1 Divisions

Immediately following the effective date of these bylaws the Association shall have the following divisions:

Representative and Local League.

Both divisions shall play under the logo for Erie North Shore Minor Hockey Association.

14.2 Representative/Travel Division

Shall be responsible for:

- i. Overseeing and administering the "Rep" teams.
- ii. Oversee any divisional fundraising.
- iii. Such further and other responsibilities as may be assigned to it by the Board.

14.3 Local League Division

Shall be responsible for:

- i. Overseeing and administering the LL teams
- ii. Oversee any divisional fundraising.
- iii. Such further and other responsibilities as may be assigned to it by the Board

ARTICLE 15 - PLAYER MOVEMENT

After consultation with the coaches involved, the Vice President – Rep/Travel shall render a decision on all cases involving player movement between Representative teams.

A player surrendered by a second representative team to a LL Team will be assigned to a LL team in consultation with the Vice President – Local League.

ARTICLE 16 – STANDING/AD HOC COMMITTEES

16.1 Establishment of Committees

The Board shall have the right to establish ad-hoc or permanent standing committees to address such issue or issues as it may from time to time deem necessary and appropriate.

16.2 Committee Mandates & Composition

All committee appointments shall be proposed by the President and reviewed by and approved by the Board unless otherwise reflected below. All committees shall have the right to set their own internal rules and procedures in the carrying out of the mandates as set out below.

16.3 Travel/Representative Coaches Selection Committee

The Coaches Selection Committee shall have a Chair recommended by the President and approved by the Board. The Committee shall consist of the Representative Vice President along with no less than three (3) Members of the Association as are recommended by the President and approved by the Board. In the event that a member of the committee is an applicant for a coaching position, they shall be excluded from all involvement in determining the coaches for the following season, for all levels within the division for which they have applied.

The Coaches Selection Committee shall:

- i. Review all applications submitted for head coaching positions of a Representative Team, together with the applicant's experience, qualifications, previous coaching record and history; and
- ii. Review the player/parent questionnaire and the coaching staff evaluation.
- iii. For Local League, The Coach Selection Committee will be formed as necessary upon receipt of more than one application per team.

Based on the foregoing together with an interview with each applicant, the committee shall nominate a candidate for the head coaching position of a Representative Team to the Board. The Board shall thereafter confirm such recommendation, unless in the opinion of the Board, the recommended candidate will not uphold the stated objectives of the Association. In the event the Board fails to confirm the nominee proposed by the committee, the committee shall provide the name of a further nominee for consideration.

ARTICLE 17 - TRANSACTION OF THE AFFAIRS

17.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

17.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the year-end of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

17.3 Banking Resolution:

The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- i. Operate the accounts of the Association with a bank or a trust company;
- ii. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- iii. Issue receipts for and orders relating to any property of the Association;
- iv. Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

17.4 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 18 - BORROWING BY THE ASSOCIATION

18.1 Borrowing Power

Subject to the limitations set out in the Act, the regulations thereunder, Letters Patent, Supplementary Letters Patent, By-Laws, or Policies of the Association, as the case may be, the Board may by resolution authorize the Association to:

- i. Borrow money on the credit of the Association;
- ii. Issue, sell or pledge securities of the Association; or
- iii. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

18.2 Borrowing Resolution

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions to any loan and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 19 - PROTESTS AND APPEALS

19.1 Protests

All protests involving LL shall be filed with the Vice President – Local League and the opposing team within forty-eight (48) hours of the time of the game protested. All protests involving REP shall be filed with the Vice President – Travel/Representative and the opposing team within forty-eight (48) hours of the time of the game protested. No protest of a referee's decision will be considered unless it concerns a question of interpretation of the rules of the game.

The protest shall be in writing and shall set out the rules/regulations involved, supported by evidence, and shall be signed by the coach and manager of the protesting team.

If necessary, a hearing shall be convened at the pleasure of the President. In such case, the Vice President – LL or the Vice President – Travel/Rep, as appropriate, shall notify the teams involved and the protocol for Complaint Resolution shall be followed as outlined in ENSMHA policy.

19.2 General Appeals

Any person, player, team, or combination thereof, feeling aggrieved by a decision or conduct of any Member, the Executive, or the Board, or a team official may appeal to the Director of Risk Management and Compliance, using the process outlined in the Complaint Resolution Process section of ENSMHA's Policies and Procedures Manual.

The appeal shall be in writing, using the OMHA Complaint Form, addressed to the Director of Risk Management and Compliance, setting out the decision appealed or conduct in question, together with a concise statement of the grounds for the appeal.

ARTICLE 20 - REPEAL OF PRIOR BY-LAWS

20.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of this bylaw.

20.2 Provision

The repeal of all prior By-Laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 21 - EFFECTIVE DATE

21.1 Enforcement

This By-Law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

21.2 Enacted

The foregoing By-Law No. 1, as amended, is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the Annual Meeting of Members of the Association duly called and held at the Kingsville Arena and at which a quorum was present on May 10th, 2022.