



Windsor Minor Hockey Association By Laws

# Windsor Minor Hockey Association by laws

Revision Date: April 2023

## WINDSOR MINOR HOCKEY ASSOCIATION By-Law

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## **BY-LAW NO.1**

A by- law relating to the conduct of the affairs of the Windsor Minor Hockey Association.  
BE IT ENACTED as a by-law of Windsor Minor Hockey Association as follows:

### **1.DEFINITIONS**

1.1 In this By-law and all other by laws and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means Windsor Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (b) "Board" means the Board of Directors of the Association;
- (c) "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt);
- (d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- (e) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (h) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- (j) "WMHA" means Windsor Minor Hockey Association.



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(k) "Members" means all classes of membership in the Association as provided for in section 5.

(l) "AGM" means Annual General Meeting of members of the Association.

(m) "Member in Good Standing" means a member as identified in Section 5.1 who is currently not sanctioned by WMHA or OMHA and; whose membership fees are paid in full with no outstanding arrears owed to WMHA and/or OMHA; and who is not in default of returning any belongings or property of WMHA. Any member of the WMHA commencing legal action

2 against the Association will be suspended from all WMHA activities until such legal action has ceased.

(n) "Eligible Individual" shall be defined as per OMHA player categories.

(o) "Membership Fees" are fees paid to the Association and may include but not be limited to registration, travel fees, gate fees.

1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other by laws and Resolutions of the Association.

## 2. REGISTERED OFFICE / BOUNDARIES AND SEAL

2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

2.2 The registered head office of the Association shall be in the City of Windsor, in the Province of Ontario and thereafter as the Association may from time to time determined by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.

## 3. MISSION OF THE ASSOCIATION

3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the City of Windsor including:

- a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
- b) the development of and participation in representative ice hockey and provide the opportunity to



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participate at the highest competitive level;

c) to instill in all players, coaches, managers and members associated with the WMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;

d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

## 4. AFFILIATIONS

4.1 The Association shall have the following affiliations:

(a) shall be a member of the OMHA;

(b) may operate in cooperation with the Recreation and Culture Department of the City of Windsor;

(c) Windsor AAA Zone

(d) BlueWater Hockey League

(e) may from time to time be affiliated with other organizations as determined by the Board of Directors, The Association shall make an effort to operate in co-operation with their Affiliates;

## 5. CLASSES OF MEMBERSHIP

5.1 There shall be three (3) classes of Membership in the Association:

(a) Active Membership;

(b) Custodial Parent/Guardian Membership;

(c) Special Membership.

5.2 One Person — One Class of Membership. (As explained in section 6.1(d))

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors,



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coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

#### (b) Custodial Parent/Guardian Membership:

Custodial Parent/Guardian members shall include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. The Custodial Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. 1 vote total per Custodial Parent/ Guardian and 2 votes total per family.

#### (c) Special Membership:

##### (i) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by any Member of the Association and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members will have no vote but may attend members meetings and by invitation, meeting of the Board and Committees of WMHA.

##### (ii) Life Membership:

Life Members shall include any member having been a member in good standing for 15 years. Persons may also be given consideration for life membership before 15 years. Life members shall be entitled to all privileges of active members.

##### (iii) Volunteer Auxiliary Membership:

Volunteer Auxiliary Members shall include any individual who volunteers in various ways to promote or assist the WMHA in various functions approved and endorsed by the WMHA Board of Directors. All nominations for Volunteer Auxiliary membership shall be submitted in writing by an active member, or by a Director of the Association.

#### (d) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare themselves prior to the start of any meeting of the membership and advise the chairperson of the membership class they wish to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.



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### 6.2 Membership List:

Subject to Section 6.7 herein, the Registrar shall prepare and maintain a list of current Active Members, Custodial Parent/Guardian Members and Special Members. This list shall be kept and updated as necessary and made available to all Directors. Such a list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

### 6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Special Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

### 6.4 Termination

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

(b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the Board at the next meeting of the board.

(c) Members whose Membership fees are in arrears for a period of three (3) months may at the discretion of the Board of Directors be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Registrar shall inform those concerned of this suspension in writing

d) Members whose conduct is considered by the Board to be contrary to the stated WMHA Code of Conduct and/or the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association.

If they do not resign, the Board shall give proper notice of motion, to be considered at the next

Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.



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### 6.5 Membership Fees

Membership fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances, which will be prorated from date submitted in writing.

### 6.6 Right to Vote

All Active Members, Custodial Parent/Guardian Members and Lifetime Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

### 6.7 Record Date

Individuals, who are Members of the Association and players that turn 18 at least 35 days in advance of any General meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established

## 7. MEETINGS OF THE MEMBERSHIP

### 7.1 Annual General Meeting of Members:

The Annual General Meeting shall be held in the Spring of each year, in either the months of April or May, at the Head Office of the Association or elsewhere in Ontario as the Board of Directors may determine, or on such days as the said Directors shall appoint, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- (a) approval of the agenda;
- (b) approval of the minutes of the previous Meeting of the Membership;
- (c) receiving reports of the activities of the Association during 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 Auditor of the Association from the previous year and a projected financial position for the current year;



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- (f) appointment of the Auditor for the ensuing year;
- (g) consideration of any proposed amendments to the Letters Patent or by laws of the Association;
- (h) transaction of any business which relates to the business of the Meeting referred to the above, and particulars of which are received in writing by the Secretary of the Association 14 days prior to the Annual General Meeting
- (i) election of the new Board.

### 7.2 Additional General Meetings of Members:

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

### 7.3 Notice:

#### (a) Annual General Meeting;

Notice of the Annual General Meeting, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be emailed to all Members at the last known email address recorded for such Members in the records of the Association. Such notice shall be posted in all Association Arenas and or on the WMHA website and social media at least thirty (30) days prior to the date of the Meeting.

#### (b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be mailed to all Members at the last known email address recorded in the records of the Association. Such notice shall be posted in all Association Arenas and or on the WMHA website and social media at least fifteen (15) days prior to the date of the Meeting.

#### (c) Error or Omission in Notice;

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.





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### 7.4 Quorum:

A quorum for an Annual General Meeting or General Meeting shall consist of all members in attendance.

### 7.5 Voting Procedures:

- (a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the by laws 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, the by laws or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless 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 favor of or against the motion.

### 7.6 No 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.

### 7.7 Adjournments:

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

### 7.8 Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member



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present to be Chair.

# 8. BOARD OF DIRECTORS

## 8.1 Composition

### (a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be a past or present Member of the Association, in good standing, at the time of his or her election;
- (iv) shall remain a Member of the Association, in good standing, throughout his or her term of office;
- (v) shall be able to provide a clean & approved Vulnerable sector Check;
- (vi) no more than 2 members of an immediate family (i.e. Mother, Father, Sister, Brother or Child) can be elected or appointed to a position on the Board of Directors during the same term; (vii) spouses will not be permitted to hold a position on the Board of Directors during the same term
- (vii) spouses will not be permitted to hold a position on the Board of Directors during the same term unless positions cannot otherwise be filled.
- (viii) If a spousal application is brought forward to the executive committee it would be reviewed for approval by the Board of Directors and brought forward for voting at the AGM. If approved no spouses can be on the same committee or voting panel together.

The President and or elected Vice President must have served on the Board for at least two (2) years immediately prior to election to either of these positions.

### (b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of thirteen (13) elected Directors and up to a maximum of (8) appointed Directors.

### (c) Term of Office:

(i) The President, Executive Vice President, Vice President Travel and Vice Presidents of House League shall be elected or appointed for a two year term with a maximum of two consecutive terms in the position unless the position is not filled as per the election procedures.

(ii) All other Directors shall be eligible to be elected or appointed for three (3) consecutive terms

each and shall not be eligible for election or appointment to the same Director position for a fourth (4<sup>th</sup>) consecutive term unless the position is not filled as per the election and appointment



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procedures.

(iii) The elected Directors shall hold Office until the Annual General Meeting held approximately two (2) years after the Directors are elected

d) Appointment for Competency Based Positions; The position of "Vice-President Travel", "Treasurer", "Ice Scheduler", "Director of Risk Management", and "Director of Coaching" shall be appointed by the Board of Directors, upon receiving an application to fill such vacancy or upon receiving a resignation. The criteria for appointment shall be determined and set by the Board of Directors. A selection committee which shall be chaired by the President, and consist of no less than 3 additional members of the Board of Directors as appointed by the Board at a duly constituted Board meeting. This selection committee will be available to all members of the Board interested in participating. The selection committee will make a motion to the board with their recommendations. Approval of such a motion shall require a two-thirds ( $\frac{2}{3}$ ) majority in a ballot conducted at the meeting. If in the best interest of the WMHA, the appointment may be terminated early, as per Section 9.5 of the By- Law, and a new appointment made.

(e) Change in Number of Directors;

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with 50% + 1 (one) quorum of the current active Board of Directors prevailing Ontario laws and regulations.

## 9. PROCEDURE FOR ELECTION OF DIRECTORS

### 9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available and posted on our website each year from the Secretary sixty (60) days prior to the AGM. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary within fifteen (15) days of the AGM.

### 9.2 Board Positions:



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The Board shall consist of the following;

- Immediate Past President
- President - Position commencing in odd calendar years.
- Executive Vice President - Position commencing in even calendar years.
- Vice President Travel - Position commencing in even calendar years.
- Travel Director - Position commencing in odd calendar years.
- Secretary - Position commencing in even calendar years.
- Director of Clinics and Skill Development - Position commencing in even calendar years.
- Director of Risk Management - Position commencing in even calendar years.
- Director of Fundraising and Marketing- Position commencing in even calendar years.
- Director of Website - Position commencing in even calendar years.
- Vice President House League Major - Position commencing in even calendar years.
- Vice President House League Minor- Position commencing in odd calendar years.
- Treasurer - Position commencing in odd calendar years.
- OMHA Representative/ Registrar - Position commencing in odd calendar years.
- Ice Scheduler - Position commencing in odd calendar years.
- Director of Coaching - Position commencing in odd calendar years.
- Travel Director - Position commencing in odd calendar years.
- Director at Large - Position commencing in odd calendar years.
- Director at Large- Position commencing in odd calendar years.
- Director at Large - Position commencing in even calendar years.
- Director at Large - Position commencing in even calendar years.
- Director of Equipment - Position commencing in odd calendar years.

\*\*\*Referees & Officials -role to a non-board position with a stipend determined by the board each year at the start of the season.

### 9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post in all Association arenas, and or the Association website, a listing of all individuals who have been nominated for election to the Board 10 days prior to the AGM. Such listing shall identify what positions each nominee is seeking election for.

### 9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated position by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The application deadline will be clearly identified and not be less than fifteen (15) days



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from the initial posting. The Board shall appoint a replacement Director within forty five (45) days after the Board position was vacated. The vacated position will be available to be filled at the end of the current year following the election or appointment procedures.

#### 9.5 Termination:

##### (a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of their term of office, and, by a majority of the votes cast at that Meeting, may elect any person in their stead for the remainder of their term. (Pursuant to 7.2 Additional General Meetings of Members.)

##### (b) Absenteeism

Unless otherwise determined by the Board with consideration to mitigating factors (incapacity, illness etc), the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings may be deemed to be a resignation of the said Director from the Board.

##### (c) Resignation

A Director of the Board may resign their Directorship by submitting a letter of resignation to the President of the Association.

##### (d) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of their term of Office for the following:

- (i) Failure to complete duties as stated in the By-law or the Rules of Operation;
- (ii) Failure to uphold the Philosophy, Core Values, Mission, Vision, and objectives of the Association; or any conduct deemed by the Board to be unbecoming of a Member;
- (iii) Contravening any section(s) of the Abuse and Harassment Policy;
- (iv) Failure to remain a Member in good standing.



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# 10 RESPONSIBILITIES

### 10.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, by laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

### 10.2 Board Meetings

#### (a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in their absence, the Vice-President, may from time to time determine. The Board shall meet no less than ten (10) times per year.

#### (b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

### 10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent in writing to the Meeting being held in their absence.

### 10.4 Error in Notice

No reasonable error or omission in giving 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.



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### 10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

### 10.6 Quorum

A quorum for a Board Meeting shall be 50% +1 (one) of the current Directors. No business of the Board shall be transacted in the absence of a quorum.

### 10.7 Voting Rights

Each Director, present at a Board Meeting, excluding the Chair, shall be entitled to one vote. The Chair shall have a vote in the event of a tie vote.

### 10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every motion. Every motion shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect 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.

### 10.9 Remuneration

In lieu of expenses incurred by directors while performing their duties (local area mileage, gas, phone, etc.), eligible directors, at the beginning of their third year of service, will be entitled to a stipend not to exceed the maximum cost of one child's base registration for that year. This will be done annually, upon review of available funds and approval by the board. If the director does not have a child registered with the association, they may assign their stipend to another member's registration, or take a partial cash stipend, not to exceed the maximum cost of registration.

### 10.10 Conflict of Interest

(a) Every member of the Board 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.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the member of



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the Board is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the member of the Board assumes the office.

(c) After making such a declaration, no member of the Board shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a member of the Board has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the member of the Board is not accountable to the Association for any profit realized from the contract or transaction or other matter.

(e) If a member of the Board fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the member of the Board shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

(f) A member of the Board shall be deemed to be in a conflict of interest situation when any matter comes before the Board which concerns the team for which their child is playing or is eligible to play, which their spouse, child, sibling is or has applied to be a member of the coaching staff; or with respect to any other matter (for instance, disciplinary) with which they or members of their immediate family are involved.

(g) In cases in which conflict of interest arises, the member of the Board in conflict will absent themselves from the meeting until the issue has been resolved.

(h) If that member of the Board has significant information relating to the specific issue to be discussed, they may provide that information before leaving.

(i) The President or designate shall have the final authority to decide when a conflict of interest exists. If the President and/or designate are deemed to be in conflict themselves the Board will have final authority through a 2/3 vote of those present at a duly constituted Board meeting.

#### 10.11 Indemnification of Directors

Every member of the Board of the Association and their heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

(a) all costs, charges and expenses whatsoever that they sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against them for and in respect of any good faith act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office;

(b) all other costs, charges and expenses that they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; provided that, no board member of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that they sustains or incurs in or about any action, suit





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or other proceeding as a result of which they are adjudged to be in breach of statute unless, in an action brought against them in their capacity as a board member, they have achieved complete or substantial success as a defendant.

(c) the Association may purchase and maintain such insurance for the benefit of its board members as the Board may from time to time determine.

#### 10.12 Confidentiality

Every board member and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

#### 10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of members, members terms and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Association or this By-law.

## 11. DIRECTORS AND RESPONSIBILITIES OF DIRECTORS

### 11.1 Elected/Appointed Directors:

(a) The Elected Directors shall be the President, Executive Vice-President, Vice Presidents of House League, Secretary, Travel Director, Ice Scheduler, OMHA Representative/Registrar, U9 House League Director, Fundraising and Marketing Director, Equipment Director and U7 House League Director.

(b) The Appointed Directors shall be the Vice President of Travel, Treasurer, Director of Risk Management, Referees & Officials Director, Clinics and Skills Development Director, Director of Coaching and Director of Website shall be appointed following the Annual General Meeting.

(c) The following positions will not be eligible to be rostered as a Head Coach on a Representative or House League team unless they are not filled through the Coach Selection process: a. President

b. Referees and Officials Director

c. Vice President of all divisions

(d) A Director shall not hold more than one Office, unless the position is unfilled.

(i) If the board is unable to find someone this allows the board to approve someone holding two positions.



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### 11.2 Assistants to Directors

The Board of Directors may appoint such assistant(s) to Directors of the Association as the Board may determine by Resolution from time to time, such appointed Directors will have no voting rights at Board meetings.

### 11.3 Responsibilities of Directors

#### (a) President;

The President shall:

- (i) attend and participate in all scheduled Board meetings, Semi Annual and/or General Annual meetings of the Board;
- (ii) preside at all meetings of the members of the Association and of the Board of Directors;
- (iii) be charged with the general management and supervision of the elected officers, affairs and operations of the Association;
- (iv) the President with the Secretary or other officers appointed by the Board for the purpose, shall sign all bylaws and membership certificates;
- (v) be entitled to participate as an "ex-officio" member of any sub-committee at any meeting of such sub-committee of the Association;
- (vi) the President shall be authorized to appoint or form special sub-committees to properly deal with any particular matter in order to make recommendations concerning such matters or concerns of the Association;
- (vii) during the absence or inability of the President, his duties and powers may be exercised by Vice President or such other Director as the Board may from time to time appoint for that purpose;
- (viii) perform such duties as from time to time may be assigned by the Board of Directors;
- (ix) perform such other duties as naturally fall within the duties of the office.
- (x) Assign Off Ice Officials duties each season

#### (b) Immediate Past President

The Immediate Past President shall:

- (i) be an advisor and aide the Board as requested;



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- (ii) review and assist the Executive Vice-President with Constitutional and By-law revisions for publication;
- (iii) report to the President;
- (iv) assist the Board of Directors as required;
- (v) shall be responsible to sit on designated committees;
- (vi) assist with fundraising and association tournaments;
- (vii) attend all WMHA meetings as required;
- (viii) perform such duties as from time to time may be assigned by the Board of Directors;
- (ix) perform such other duties as naturally fall within the duties of the office.
- (x) only assume the title pending completion of their immediately preceding terms.

#### (c) Secretary

The Secretary shall:

- (i) schedule and give notice of all meetings of the WMHA to persons entitled thereto;
- (ii) prepare and distribute agendas for all meetings of the WMHA;
- (iii) record, transcribe and distribute minutes of all Board and Committee meetings;
- (iv) be responsible for preparing, reviewing and distributing all correspondence;
- (v) organize and maintain WMHA office, supplies and files as required;
- (vi) update WMHA By-Law, Incorporation documents annually and any other board changes;
- (vii) check WMHA mailbox, voicemail and fax regularly;
- (viii) report to the President;
- (ix) assist with registration as required;
- (x) maintain the membership list referred to in Section 6.2;
- (xi) shall be responsible to sit on designated committees;
- (xii) assist with fundraising and tournaments;
- (xiii) attend all WMHA meetings regularly;
- (xiv) perform such duties as from time to time may be assigned by the Board of Directors or by the President;



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(xv) perform such other duties as naturally fall within the duties of the office.

### (d) Treasurer

The Treasurer shall:

- (i) be custodian of the deposit and receipt books of the WMHA and be required to present such books, properly balanced with a financial report at all meetings of the WMHA;
- (ii) keep full and maintain full and accurate records of all revenue and expenditures from the financial accounts of the WMHA and submit them for Audit when required;
- (iii) deposit all moneys in the name of the WMHA and to the credit of the WMHA;
- (iv) prepare and report on all financial affairs of the WMHA at Board meetings;
- (v) assist and report to the President;
- (vi) assist with player registration;
- (vii) follow up on all accounts receivable, accounts payable, NSF cheques, refunds and transfers to AAA and other hockey associations;
- (viii) present an Annual Financial Report at the AGM;
- (ix) ensure that all necessary and appropriate insurance has been purchased;
- (x) assist with fundraising and tournaments;
- (xi) shall be responsible to sit on designated committees;
- (xii) attend all WMHA meetings regularly;
- (xiii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xiv) perform such other duties as naturally fall within the duties of the office.

### (e) Executive Vice President;

The Vice President shall:

- (i) assume all duties and responsibilities of the President, either in the absence of or under the direction of the President;
- (ii) review and prepare By-Law revisions for publication;
- (iii) undertake special projects as assigned by the President;
- (iv) assist and report to the President as required;



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- (v) review and prepare By-law and Rules of Operations revisions for publication;
- (vi) shall be responsible to sit on designated committees;
- (vii) ensure that all insurance is purchased and provided to all facilities as required
- (vii) assist with fundraising and tournaments;
- (viii) attend all WMHA meetings regularly;
- (ix) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (x) perform such other duties as naturally fall within the duties of the office.

### (f) Vice President Travel

The Vice President Travel shall:

- (i) direct "Travel" and "Select" team activities;
- (ii) attend monthly Bluewater League meetings;
- (iii) be the WMHA Center contact for the OMHA Travel Division and Bluewater League representative;
- (iv) oversee the master rostered staff certification register for all travel divisions. Ensure all coaches and volunteers have proper level certification, PRC and PRS credentials;
- (v) distribute information from meetings to coaching staffs as required;
- (vi) secure and distribute rules and schedules for "Travel" and "Select" teams;
- (vii) govern activities and responsibilities of all "Travel" or "Select" teams, coaches and volunteers (equipment, fundraising, travel fees, etc.);
- (viii) be responsible for procurement of referees for all "Travel" and "Select" team games;
- (ix) assist in development of Bluewater League schedule;
- (x) monitor "Travel" and "Select" team games and practices;
- (xi) monitor disciplinary problems;
- (xii) assist and report to the President as required;
- (xiii) coordinate changes and cancellations of "Travel" and "Select" team games including referees;
- (xiv) process all WMHA travel injury reports and forward them to the OMHA;



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- (xv) assist with fundraising and tournaments;
- (xvi) shall be responsible to sit on designated committees;
- (xvii) attend all WMHA meetings regularly;
- (xviii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xix) perform such other duties as naturally fall within the duties of the office.

### (g) Vice Presidents of House League

The Vice Presidents of House League shall:

- (i) report to and assist the President;
- (ii) be responsible to sit on designated committees;
- (iii) oversee and guide the operations of all House League divisions from U7-U18 inclusive;
- (iv) guide and assist the divisional directors;
- (v) oversee the tabulation and reconciliation of the master HL coach certification register for all divisions. Ensure all coaches and volunteers have proper level certification, PRC and PRS credentials;
- (vi) assist in minor issues of discipline and conduct review in the HL divisions;
- (vii) report major issues of discipline to the President and Executive VP;
- (viii) attend Board meetings regularly;
- (ix) assist with fundraising and tournaments;
- (x) provide information to house league Directors coaches, managers and volunteers regarding rules, policies, issues, etc.;
- (xi) secure coaches and managers for all teams and assist in the selection process;
- (xii) distribute and review rules, policies and goals with coaches and volunteers;
- (xiii) oversee all player drafts and approve roster changes assisted by division directors;
- (xiv) prepare coach's packages / evaluations and player evaluations;
- (xv) be present and preside over all coach's meetings and divisional meetings;
- (xvi) coordinate with the Director of Coaching;



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- (xvii) oversee and assist with the organization of Day of Champions;
- (xviii) assist in the selection special player awards with the divisional coaches;
- (xix) process all WMHA house league injury reports and forward to the OMHA;
- (xx) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xxi) perform such other duties as naturally fall within the duties of the office.

### (h) Travel Director

The Travel Director shall:

- (i) report to and assist Vice President Travel as required;
- (ii) monitor and track all suspensions within the WMHA;
- (iii) attend monthly Bluewater League meetings;
- (iv) assist Director of Scheduling regarding Travel team ice;
- (v) assist in formation of Bluewater League schedule;
- (vi) assist in monitoring all Travel and Select team games and practices;
- (vii) assist in monitoring disciplinary problems;
- (viii) assist President as required;
- (ix) shall be responsible to sit on designated committees;
- (x) assist with fundraising and tournaments;
- (xi) attend all WMHA meetings regularly;
- (xii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xiii) perform such other duties as naturally fall within the duties of the office.

### (i) Equipment Director

The Equipment Director shall:

- (i) report to and assist President as required;
- (ii) source three (3) or more tenders when making purchases;
- (iii) maintain inventory control list of all Equipment and Uniform assets of the WMHA;



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- (iv) assist in budget preparation;
- (v) control lending, release, use and return of all WMHA Equipment and Uniforms;
- (vi) secure, maintain and monitor all equipment repairs, cleaning, labels, etc.;
- (vii) evaluate and supply needs for the WMHA hockey program;
- (viii) supply and control all required keys for coaches and Board members;
- (ix) retain one set of master keys;
- (x) maintain and set up Equipment room(s) as required for all uses including meetings
- (xi) arrange and procure of all trophies and awards;
- (xii) be responsible for the maintenance of all trophies, banners and the WMHA trophy case;
- (xiii) shall be responsible to sit on designated committees;
- (xiv) assist in fundraising and tournaments;
- (xv) attend all WMHA meetings regularly;
- (xvi) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xvii) perform such other duties as naturally fall within the duties of the office.

#### (k) Ice Scheduler Director

The Scheduler Director shall:

- (i) be responsible for the scheduling of all game, practice and clinic ice time;
- (ii) work closely with President, Directors and Convenors in arranging annual ice schedules for the association;
- (iii) prepare and distribute all ice time schedules at least one week prior to start of season;
- (iv) incorporate amendments as needed to accommodate special activities such as play -offs, play-downs, or special activities;
- (v) arrange and secure ice time for travel team tryouts at the beginning of each season;
- (vi) monitor and report teams not utilizing allotted ice time;
- (vii) distribute schedules to Directors and Convenors in a timely manner;
- (viii) assist in annual budget preparation;
- (ix) report to and assist President as required;





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- (x) shall be responsible to sit on designated committees;
- (xi) assist in fundraising and tournaments;
- (xii) attend all WMHA meetings regularly;
- (xiii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xiv) perform such other duties as naturally fall within the duties of the office.

### (l) Fundraising and Marketing Director

The Fundraising Director shall:

- (i) organize and direct all of the Association's fundraising activities, including but not limited to Bingo, Nevada ticket sales, dances, sportswear sale items, etc;
- (ii) prepare audit sheets and reports on all fundraising financial transactions to Treasurer and to the Board of Directors;
- (iii) assist in annual budget preparation;
- (iv) assist and report to the President as required;
- (v) shall be responsible to sit on designated committees;
- (vi) assist with fundraising and tournaments;
- (vii) attend all WMHA meetings regularly;
- (viii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (ix) perform such other duties as naturally fall within the duties of the office.

### (m) U7 House League Director

The U7 House League Director shall:

- (i) in consultation with the U9 House League Director; oversee the organization and scheduling of U7 division players;
- (ii) secure coaches, on-ice helpers and trainers for each session;



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(iii) distribute jerseys, socks and review rules, policies, and goals with coaches, parents and volunteers;

(iv) prepare and communicate practice plans for each session to coaches

(v) prepare and assist the U9 House League Director with year-end player evaluation;

(vi) oversee and assist with the organization of the Day of Champions;

(vii) coordinate planning with the Director of Coaching;

(viii) attend all WMHA meetings regularly;

(ix) perform such duties as from time to time may be assigned by the Board of Directors or by the President;

(x) perform such other duties as naturally fall within the duties of the office.

### (n) Director at Large

The Director at Large I:

(i) provide information to house league coaches, trainers and volunteers regarding rules, policies, issues, etc.;

(ii) secure coaches and trainers for all teams and assist in the selection process;

(iii) distribute and review rules, policies and goals with coaches and volunteers;

(iv) oversee all player drafts and approve roster changes assisted by division

conveners; (v) prepare coach's packages / evaluations and player evaluations;

(vi) be present and preside over all coach's meetings and divisional meetings;

(vii) oversee and rule on U11 and U13 house league divisions;

(viii) coordinate with the Director of Coaching;

(ix) oversee and assist with the organization of Day of Champions;

(x) assist and report to the Vice President House League;

(xi) assist in the selection special player awards with the divisional coaches;

(xii) process injury reports;

(xiii) shall be responsible to sit on designated committees;

(xiv) assist with fundraising and tournaments;



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- (xv) attend all WMHA meetings regularly;
- (xvi) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xvii) perform such other duties as naturally fall within the duties of the office.

### (o) Director of Coaching

The Director of Coaching shall:

- (i) Coordinating all facets of coaching including duties within the association
- (ii) Recruiting/Interviewing Coaching Candidates for Traveling program
- (iii) Planning, Developing & Organizing Association Player Clinics
- (iv) Overseeing Coaches Staff & Conducting regular coaches meetings
- (v) Coordinating Traveling Skater Evaluation & Team Selection Process
- (vi) Coaching Certification/Accreditation Confirmation & Record keeping
- (vii) Organizing & Developing Workshops for all Coaches
- (viii) Recruiting coaches to help at Learn to Skate
- (ix) Working directly with VP of Travel on coordination of Travel program
- (x) Provide scheduling assistance/support to the Ice Scheduling Director for game scheduling

(xi) attend, critique and evaluate team practices in all divisions

(xii) liaise with the OMHA concerning all player & Coach development resources in conjunction with travel and house league divisions

### (p) Clinic and Skills Development Director

The Clinic and Skills Development Director shall:

- (i) create and oversee a hockey development program with assistance from the



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- President; (ii) organize and direct in a proactive manner, player and coach development;
- (iii) organize and oversee player, coach's and trainer's development clinics;
- (iv) attend, critique and evaluate team practices in all divisions;
- (v) assist and report to the Vice President Travel and Vice President House League;
- (vi) liaise with the OMHA concerning all player & Coach development resources;
- (vii) shall be responsible to sit on designated committees;
- (viii) assist with fundraising and tournaments;
- (ix) attend all WMHA meetings regularly;
- (x) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xi) perform such other duties as naturally fall within the duties of the office.

(q) The OMHA Representative/ Registrar Director shall:

- (i) organize and oversee player and volunteer registration;
- (ii) be responsible for the preparation and administration of electronic rosters and player electronic profiles;
- (iii) be the liaison with any on-line registration company selected to conduct on-line registration on behalf of the WMHA;
- (iv) assist and report to the President;
- (v) maintain the membership list referred to in Section 6.2;
- (vi) shall be responsible to sit on designated committees;
- (vii) assist with fundraising and tournaments;
- (viii) attend all WMHA meetings regularly;
- (ix) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (x) perform such other duties as naturally fall within the duties of the office.



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### (r) Risk Management Director

The Risk Management Director shall:

- (i) implement and enforce all OMHA Risk Management Programs
  - (ii) establish and maintain procedures with respect to vulnerable sector checks of all volunteers
  - (iii) carry out volunteer screening as per policy guidelines;
  - (iv) assist as requested with implementation of Risk Management Programs;
  - (v) carry out other duties as assigned by the Board, Executive Committee, or the President
  - (vi) be responsible for the integration of hockey and life learning education for our members;
  - (vii) this learning may be conducted through a variety of venues not limited to: enhancement of Code of conduct learning and behaviour modification for players, parents and coaches, ensuring appropriate and progressive discipline for correcting behaviours, assisting with the orientation of parents to new teams as assigned following tryouts, drafts etc, and supporting the Board of Directors in addressing operational and systemic ethical issues;
  - (viii) oversee parent/player orientations regarding code of conduct;
  - (ix) manage player and member disciplinary/dispute resolution actions as directed by the Executive Vice President and the Policy and Dispute Resolution Committee;
  - (x) perform such other duties as naturally fall within the duties of the office.
- (s) Director at Large

(i) Duties to be determined by the president each year

## **12. COMMITTEES OF THE BOARD**

### 12.1 Standing Committees:

The following committees may be Standing Committees of the Board:

- (a) Executive Committee;
- (b) Budget Committee;
- (c) Nominations and Elections Committee;
- (d) Fundraising and Marketing Committee;
- (e) Tournament Committee;
- (f) Risk Management Committee;



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- (g) Hockey Development Committee;
- (h) Coach Selection Committee.

Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

### 12.2 Executive Committee:

The Executive Committee shall be chaired by the President, and shall consist of the Executive Vice President, the Vice President Travel, the Vice Presidents of House League, the Treasurer, the Immediate Past President, and the Secretary and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

The Executive Committee shall:

- (a) During the intervals between the 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;
- (b) present a report regarding the activities of the Executive Committee to the Board;
- (c) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
- (d) recommend policy to the Board regarding management and administrative issues related to the Association;
- (e) deal with any other matters assigned to it by the Board or by the President.

### 12.3 Budget Committee:

The Budget Committee will consist of members appointed by the chair of said committee



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The Budget Committee shall:

- (a) prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
- (b) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the budget;
- (c) finalize schedule of budget submissions from all committees on an annual basis;
- (d) recommend policy to the Board regarding financial budgeting and planning;
- (e) make recommendations for changes to the financial operation of the WMHA (i.e registration fees).

### 12.4 Nominations and Elections Committee

The Nominations and Elections Committee will consist of members appointed by the chair of said committee

The Nominations and Elections Committee shall:

- (a) solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
- (b) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
- (c) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
- (d) present a report regarding Nominations and Elections to the Board;
- (e) recommend policy to the Board regarding Nominations and Elections.

### 12.5 Fundraising Committee:

The Fundraising Committee will consist of members appointed by the chair of said committee

The Fundraising Committee shall:

- (a) recommend fundraising events and create a calendar for these events;



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- (b) submit to the Budget Committee each year an estimate of revenues and expenditures of the Fundraising Committee for the next fiscal year of the Association;
- (c) present a report regarding fundraising to the Board;
- (d) recommend policy to the Board regarding fundraising.

### 12.6 Policy and Dispute Resolution Committee:

The Policy and Dispute Committee will consist of members appointed by the chair of said committee

The Policy and Dispute Resolution Committee shall:

- (a) appoint members to this Committee as required to perform their duties from the following positions, such appointments shall be approved by a majority vote of the committee; Vice President of Travel, Treasurer, Director of Risk Management, Director of Referee & Officials, Coaching Director, Director at Large, Clinic and Skills Development Director, and Website Director;
- (b) recommend disciplinary action for coaches, players, managers, trainers, referees, parents, spectators, etc.;
- (c) establish travel team appearance guidelines such as dress code, uniforms, and uniformity of equipment;
- (d) submit to the Budget Committee each year an estimate of revenues and expenditures of the Policy and Dispute Resolution Committee for the next fiscal year of the Association;
- (e) present a report regarding policies and discipline to the Board;
- (f) make recommendations to the Board regarding policies and discipline;
- (g) annually review the WMHA By-law and the Rules of Operation and make recommendations to the Board to keep these documents accurate, current and pertinent to the operations of the WMHA and its hockey program;
- (h) oversee the Dispute Resolution processes at the various levels throughout the WMHA.





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### 12.7 Hockey Development Committee:

The Hockey Development Committee will consist of members appointed by the chair of said committee

The Coaches and Hockey Development Committee shall:

- (a) be responsible for the recruitment, retention and development of coaches;
- (b) utilize the resources of the OMHA and Hockey Canada, including the Coach Development Manual, and Player Development Manual;
- (c) be responsible for the creation of hockey development policies as it relates to players, coaches, and clinics and to standardize and promote hockey development for the WMHA;
- (d) arrange and schedule certification/recertification clinics, specialty clinics and other development opportunities for members of the WMHA; assist in the verification process to ensure that all WMHA coaches/volunteers have proper certification;
- (e) submit to the Budget Committee each year an estimate of revenues and expenditures of the Hockey Development Committee for the next fiscal year of the Association;
- (f) present reports regarding player/coach and hockey development to the Board;
- (g) recommend policy to the Board regarding hockey development.

### 12.8 Coach Selection Committee:

The Coach Selection Committee will consist of members appointed by the chair of said committee

The Committee may request other members of the Board of Directors to be appointed to it only in the event that a quorum is not possible in a timely fashion and such requests and appointments shall be approved by a majority vote of the Committee. The Coach Selection Committees shall:

- (a) utilize the resources of the OMHA, especially the Coach Development Manual, developed and amended by the OMHA as a guide to assist in the coach selection process;
- (b) carry out the process, review applications, conduct interviews, follow up on letters of



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recommendations and reference checks, and any other activities to facilitate the selection process;

(c) recommend to the Board, Head Coaches for the Travel teams, and the House League teams for each season;

(d) work closely with the Hockey Development Committee to gain information relative to prospective coach candidates;

(e) submit to the Budget Committee each year an estimate of the revenues and expenditures of the Coach Selection Committees for the next fiscal year of the Association.

#### 12.9 Standing Committee Procedure

All Standing Committees shall comply with the By-law, guidelines, policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, HC, and, if applicable, any other hockey organizations with which Association teams are participating

##### (a) Meetings:

Each Standing Committee shall meet at the call of the Chair as required.

##### (b) Notice:

Notice of all Meetings of Standing Committees shall be communicated by the Chair of the Committee to all Members of the standing committee at least two (2) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

##### (c) Quorum:

A quorum for a Standing Committee shall be a majority of 50% +1 of the Members of the Standing Committee.

##### (d) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

##### (e) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall



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report all activity to the Board at the next scheduled Board of Directors meeting and at any other time upon request by the Board.

#### (f) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

#### 12.10 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and Ad Hoc committees of the Association.

## 13. Referees In Charge

The Referees In Charge is a non- board position with a stipend determined by the board each year at the start of the season, and will be paid out at the end of the season.

- (i) oversee the WMHA Referee's association;
- (ii) advertise and publicize all level referee clinics;
- (iii) set up referee schedules for house league and U11 and below travel division games;
- (iv) work closely with conveners;
- (v) assist and report to President;
- (vii) be responsible for providing payment information for all WMHA officials to the treasurer for payment;
- (viii) receive all referee complaints/compliments and report them to the WMHA Board of Directors;
- (ix) recruit, train, monitor and evaluate performance of referees
- (xi) assist with fundraising and tournaments;
- (xii) attend all WMHA meetings regularly;
- (xiii) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- (xiv) perform such other duties as naturally fall within the duties of the office.



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### **14. EXECUTION OF DOCUMENTS**

#### 14.1 Execution of Documents:

The Board may from time to time appoint any Director of the Association by resolution in writing, 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.

#### 14.2 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.

### **15 FINANCIAL YEAR**

15.1 The financial year of the Association shall terminate on the 30th day of April in each year.

### **16. BANKING ARRANGEMENTS**

#### 16.1 Banking Resolution:

The Board shall designate, by resolution in writing, three members of the Board authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business 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:

- (a) operate the accounts of the Association with a bank or a trust company;
- (b) 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;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) 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.



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### 16.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other 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 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.

### 16.3 Signing Authority

(a) The signing officers of the Association shall normally be the President, Executive Vice President, Secretary and Treasurer.

(b) All cheques and other financial documents, including deed, property transfers, bank notes, contracts and the like shall be signed by two (2) of the signing officers, of whom one (1) shall be the Treasurer. In the case where the two co-signers are blood related, another signature will be required.

## 17. BORROWING BY THE ASSOCIATION

### 17.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, by laws or policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) 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.

### 17.2 Borrowing Resolution:

From time to time, the Board may authorize any Director of the Association or any other person to



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make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of 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.

## **18. NOTICE**

### **18.1 Computation of Time:**

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

### **18.2 Omissions and Errors:**

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

### **18.3 Method of Giving Notice:**

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally, by telephone, by email, web posting, arena posting or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address (or email address) of any Member or Director shall be his or her last address (or email address) in the records of the Association.

## **19. PASSING AND AMENDING by laws**

19.1 The Board or a member in good standing may recommend amendments to the by laws of the Association from time to time, to the Membership.



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- 19.2 If the Board intends to discuss amendment of the by laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the by laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such by laws shall be given.
- 19.3 A By-law or an amendment to a By-law recommended by the Board shall be presented for Adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- 19.4 A motion to amend the by laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- 19.5 The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- 19.6 Any Amendment to the by laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
- 19.7 All members in good standing shall have access to any proposed amendments to the by laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

### 19.8 The Emergency Enactments Clause

Notwithstanding the provisions herein, the Board may enact whatever acts and/or measures that are necessary, as the case may be, to further its objectives for the health, safety and welfare of its members.

This provision is limited to extenuating circumstances, emergencies and/or urgent matters; upon unanimous approval by the entire Board members permitted to vote that are present at the meeting.

The Board may, at its option, declare the conduct, measure and/or decision to be temporary in nature until a final decision may be made within a later time subject to the applicable voting mechanisms and rules set forth in these Bylaws.

#### The Process:

##### i. Prior to the Meeting

In such circumstances, the Board must call a meeting of the Board by notifying its members in writing by way of email, text and/or posting on its website which shall set forth the following:



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- A. The location, date and time of the meeting;
- B. The Purpose of the meeting;
- C. The topics to be discussed and/or voted at the meeting; and
- D. If feasible, the Board may provide a copy of all proposed changes to the declaration, by laws, rules or agreements to be discussed at the meeting.

All members of the Board may attend such meetings.

### ii. Subsequent to the Meeting

Following the meeting, the Board must send a notice of the meeting to the members within 15 days thereof advising the following:

- A. The minutes of the meeting;
- B. The enactments made at the meeting;
- C. The topics discussed and/or voted at the meeting; and
- D. A copy of all proposed changes to the declaration, by laws rules or agreements discussed at the meeting

## **20. REPEAL OF PRIOR by laws**

### 20.1 Repeal:

All prior bylaws of the Association, including the document entitled the "Constitution and ByLaws" of the Association are hereby repealed.

### 20.2 Provison:

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





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### **21. EFFECTIVE DATE**

#### 21.1 BY-LAW NO. 4.0

A by-law relating generally to the conduct of the affairs of the Windsor Minor Hockey Association.

BE IT ENACTED as a by-law of Windsor Minor Hockey Association as follows:

21.2 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.

The foregoing By-law No. 4.0 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held in the City of Windsor, Ontario, and at which a quorum was present on the 16th of April 2023.

K. Van Kuren

President

S. Munson

Vice- President