



1. GENERAL MEMBERSHIP

1.1 Name

The name of this society shall be "Strathcona Minor Hockey Association": hereinafter referred to as "SMHA" or the "Association".

1.2 Boundaries

Shall be those as defined by the Association and approved by Hockey Alberta.

1.3 Membership

A Member shall be:

- a) Any family registered with the Strathcona Minor Hockey Association;
- b) Any coach, assistant coach or manager that is officially registered with the Strathcona Minor Hockey Association; or
- c) Any volunteer who has previously been a Member of the Strathcona Minor Hockey Association under Article 1.3 a) or 1.3 b) and who is approved by the Executive Board to be a Member, or
- d) Any other person who is approved by the Executive Board to be a member.

1.4 Membership Fees

The Membership Fee for Members under Article 1.3:

- a) Shall be the registration fee per hockey player, such fee being determined by the Executive Board before each new hockey year;
- b) There shall be no membership fee for a Member admitted under Article 1.3 b) or 1.3c) or 1.3d).

1.5 Withdrawal from Membership

Any member wishing to withdraw from membership to the Strathcona Minor Hockey Association may do so upon written notice to the Executive Committee. The effective date of withdrawal shall be the date on which the President or Secretary of Strathcona Minor Hockey Association receives the Notice of Withdrawal.

1.6 Removal of Membership

- a) Any Member of the Strathcona Minor Hockey Association who does not conduct him or herself in accordance with the Rules and Regulations of the Alberta Hockey Association, the Canadian Hockey Association or either the By-Laws or Policies of the Strathcona Minor Hockey Association can, upon a 2/3 majority vote of the Executive Board at an SMHA meeting, be expelled as a Member of the Strathcona Minor Hockey Association for the remainder of the present hockey year or such longer period of time as the Board of Directors may decide upon.

- b) If any Member is in arrears of fees or assessments on December 31st of any year and no acceptable payment plan has been accepted by SMHA's Board of Directors, such Member shall be automatically suspended from SMHA and shall thereafter be entitled to no membership privileges or powers in SMHA including on-ice privileges, until reinstated.

1.7 Meetings

a) Annual General

The Strathcona Minor Hockey Association shall hold their Annual General Meeting on or before the 30th day of April each year. Such meeting shall be called by the President and notice of the meeting shall be given to the general membership by email sent at least 21 days prior to the meeting date and by a posting on the SMHA website for a minimum of 21 consecutive days prior to the meeting date. Such Annual General Meeting will deal with:

1. The association's Bylaws - Notice of any Special Resolutions to amend the Bylaws must accompany the notice for the Annual General Meeting.
1. The association's yearly review of operations.
2. Election of the Board of Directors, including a President, a maximum of six Vice-Presidents, a Secretary, a Treasurer and as many additional Directors as are set by the Board, provided that there shall be a minimum of six and a maximum of 15 such additional Directors. Notice of the Director positions to be filled for the next following year shall form part of the notice for the Annual General Meeting.
3. New business brought forward at the meeting.

b) General and Special Meetings

1. General and Special Meetings of the general membership of the Strathcona Minor Hockey Association will be called at any time by the Secretary upon the instructions of the President, or on written request of three Members of the Executive Committee, or upon receipt by the Executive Committee of a petition signed by 1/3 of the Members of the Strathcona Minor Hockey Association who are in good standing, which petition shall set forth the reasons for calling the General Meeting. Notice of the General and Special Meetings shall be provided to the general membership by email sent at least 21 days prior to the meeting date and by a posting on the SMHA website for a minimum of 21 consecutive days prior to the meeting date.

1.8 Voting Rights

- a) In the case of a family membership as specified in Article 1.3 a), voting rights are restricted to persons over the age of eighteen (18) years with only one vote per family.
- b) Voting rights for the Members identified in Article 1.3 b) shall be one vote per person.
- c) Voting rights for those Members identified in Article 1.3 c) and 1.3 d) shall be one vote per member.
- d) No person attending any meeting shall be entitled to more than one vote on each motion at the meeting. Where a person is entitled to vote as a Member in more than one capacity, they must select in which capacity they are voting as a Member.
- e) Every motion shall be decided by a show of hands. A declaration by the President that a motion has been carried or not carried shall be sufficient evidence of the fact without

proof of number or proportion of the votes accorded in favor of or against such motion. A member may demand a poll on any vote which vote shall then be counted by a written ballot.

1.9 Quorum

A quorum at any Special Meeting or Annual General Meeting of Members shall be equal to Twenty (20) voting Members. This number can include the members of the Board of Directors in attendance.

1.10 Majority Vote

Except in the case of a Special Resolution, all motions shall be adopted by majority vote of those Members in attendance at a meeting.

1.11 Special Resolution

A "Special Resolution" means:

- a) A resolution passed at a General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the Resolution has been duly given, and;
- b) By the vote of not less than 75% of those Members who, if entitled to do so, vote in person.
- c) A resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days' notice has been given, if all Members entitled to attend vote at the General Meeting so agree, or
- d) A resolution consented to by all Members who would have been entitled at a General Meeting to vote on the resolution in person.
- e) Notice of the Special Resolution shall be provided to the General Membership by notice on the association website for 21 days prior to the meeting date.

1.12 Nominations

Every Member of the Strathcona Minor Hockey Association shall have the privilege of putting forward to the Nominating Committee formed pursuant to Section 2.5 of these Bylaws, the name of a qualified representative for each Board of Directors position open for election in any given year.

1.13 Qualifications of Executive Committee and Board Members

Any person nominated for a Board position must be a Member in good standing under Article 1.3.

1.14 Election of Executive Committee and Board

- a) At each Annual General Meeting there shall be an election of the Executive Committee and Board of Directors, each for a one year term

1.15 Conduct of Meetings

All Regular, Special, and Annual General Meetings shall be conducted under the Robert's Rules of Order.

1.16 Dissolution

Should the Strathcona Minor Hockey Association dissolve or vote to conclude its activities all assets held by the Strathcona Minor Hockey Association after payment of all debts shall be transferred to the control of the County of Strathcona until such assets can be transferred from the municipality to a an eligible donee approved by the Board.

2. THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

2.1 Composition

The affairs and business of the SMHA shall be managed and supervised by a Board of Directors consisting of an Executive Committee and the remainder of the Directors. The Executive Committee shall be comprised of the President, Past President, the Vice-Presidents and the Secretary. The Executive Committee shall act as a Steering Committee for the Board of Directors regarding policies and direction of SMHA and shall assist in the general operations of SMHA. The Board of Directors will exercise all such powers and do all such acts and things as may be exercised or done by the SMHA and are not by these by-laws or by Statute expressly directed or required to be done by the SMHA at meetings of the Members.

The Board shall meet the third week of every second month or as otherwise determined by the President. The Executive Committee shall meet in advance of each Board meeting and as otherwise determined by the President.

2.2 Qualification

Directors must be 18 years of age or older.

2.3 Withdrawal

Any Member of the Executive Committee or Board of Directors can withdraw from the Board by providing to the President or Secretary written notice of withdrawal. The effective date of the withdrawal shall be the date on which the President or the Secretary of the Strathcona Minor Hockey Association receives the notice of withdrawal.

2.4 Removal

A Member of the Board shall be relieved of his/her duties and removed as a Member of the Board in the following circumstances:

- a) Upon the failure to attend 3 consecutive meetings without a reasonable excuse;
- b) Upon 75% majority vote of the Members of the Board on the basis that a Member is doing an unsatisfactory job;
- c) Upon a Special Resolution of the general membership at a General Meeting.

2.5 Elections

The Board must be determined by election at the Annual General Meeting in April.

- a) Each year, before the Annual General Meeting, a Nomination Committee shall be formed to obtain the names of all interested persons wishing to run for election to SMHA. The Past President or another designate of the President shall chair this committee. The Chairperson shall select three other Members to assist on the committee, at least one of whom shall be a member of the Executive Committee.
- b) This committee shall establish a list of all persons wishing to run, complete with telephone numbers. The list of nominees shall be finalized at 4:00 p.m. on the 7th day prior to the general meeting and no further nominations will be accepted once the list is finalized. Following finalization of the list, all persons on the list should be notified of the meeting to ensure they agree to their names being put forward and to ensure they will be in attendance at the general meeting.
- c) At the meeting, at the request of the President the list shall be distributed to all in attendance to be used as an election ballot. If a position remains vacant after the Annual General Meeting, a new Director may be appointed to the Board by the current Executive Committee to fill such vacancy.
- d) If more than one nomination is made for any position, an election by secret ballot will be required by all persons attending. Those persons nominated who do not wish to run may refuse their nomination. The nominees with the most votes shall then comprise the Board of Directors for the following year.
- e) Following these elections, the incumbent President shall turn over the meeting to the President-elect (if a change has been made). The President for the following year may then make any statements regarding the Board, welcoming the new members, etc. and close the meeting. After this meeting, their responsibility for the efficient change of Directors shall be placed upon the incoming President.

2.6 Filling of Vacancies

In the event that the President is unable to perform the required duties, the Vice President-Operations will assume the position of President for the balance of the term or until the next Annual General Meeting, whichever event first occurs. In the event that the Vice President-Operations cannot assume the President's position, then the Vice-President-Development will assume the position of President for the balance of the term or until the next Annual General Meeting, whichever event first occurs. In the event that the Vice-President-Development cannot assume the President's position, then the Vice-President-Programs will assume the position of President for the balance of the term or until the next Annual General Meeting, whichever event first occurs. In the event that the Vice-President-Programs cannot assume the President's position, then the Board shall elect a current Board Member to fill the position of President for the balance of the term or until the next Annual General Meeting, whichever event first occurs. In the event that any other Member of the Board withdraws or is removed from the Board, or should a Board position not be filled by an election of the general membership at an Annual General Meeting, or should a position be vacated when such person assumes the position of President pursuant to this provision, then the Board shall elect a Member from the general membership to fill the vacancy until the next Annual General Meeting. Any such board position filled will be up for election at the next Annual General Meeting with the balance of the length of the term for the position decided in accordance with the time limitations in Article 1.16.

2.7 Meetings

There shall be a minimum of 6 general meetings of the Board held each year. The date and time of such meetings shall be set by the President.

2.8 Voting

Each Member of the Board shall be entitled to one vote. In the case of a tie vote the President of the Strathcona Minor Hockey Association shall be entitled to a second or casting vote.

2.9 Quorum

A quorum at any Executive Committee meeting shall be four members of the Executive Committee including the President or his or her designated Vice-President. A quorum at any Board Meeting shall be 50% plus 1 of the Members of the Board at the time of the meeting.

2.10 Powers

The Board shall, subject to the By-Laws or directions given by majority vote at any General Meeting of the Strathcona Minor Hockey Association properly called and constituted:

- a) have full control and management of the affairs of the Strathcona Minor Hockey Association;
- b) have the power to submit amendments to these By-Laws to the Members at any General or Special Meeting upon 21 days' notice to the Members and any such amendment passed shall be binding upon all members of the Strathcona Minor Hockey Association;
- c) have the power by 2/3 majority vote to adopt or amend policy, guidelines, procedures or regulations, at any Board Meeting, by motion, which shall be binding upon all members of the Strathcona Minor Hockey Association;
- d) have the power to establish policies to ensure allotted ice time is distributed on a fair and just basis.

2.11 Majority Vote

- a) On any general motion a majority vote of the quorum shall pass the motion. A motion to adopt a policy, guideline, procedure or regulation requires a 2/3-majority vote of the quorum to pass the motion;
- b) Every motion shall be decided by a show of hands or written ballots as declared by the Chairperson;
- c) A declaration by the President that a motion has been carried or not carried shall be sufficient evidence of the fact without proof of number or proportion of the votes accorded in favor of or against such motion;
- d) A Board Member may demand a poll on any vote which vote shall then be counted by a written ballot.

2.12 Board Structure

The Board shall consist of the following, and each will have specific duties, roles and responsibilities:

- a) Executive Committee:
 - Past President
 - President
 - Vice-President, Operations
 - Vice-President, Development
 - Vice-President, Programs
 - Vice-President, Administration
 - Secretary

- b) Directors of the Board
 - Treasurer
 - Referee in Chief
 - Director, Equipment
 - Director, Female
 - Director, Midget
 - Director, Bantam
 - Director, Peewee
 - Director, Atom
 - Director, Novice
 - Director, Tom Thumb/Initiation
 - Director, AA (Peewee–Midget)
 - Director, Rec League
 - Director, Communications
 - Director, Fundraising, Retention and Recruitment
 - Director, Tournaments/Social
 - Director, Concession

The Board may establish a maximum of 3 additional Director positions, provided that in order to fill such positions in any year, notice of the positions must have been given in the notice for that year's Annual General Meeting.

The Board may hire an Ice Allocator and a Registrar and if so, those persons may not be Board members.

2.13 Executive Committee Positions

1. President

- a) The President shall be an ex-officio member of all committees. He shall, when present, preside at all meetings of the Association. In his absence, the President designate shall preside at any such meetings, and in the absence of the President, and all Vice President designates, a Chairman may be elected by the meeting to preside therein. The President shall be the principal signing officer of the Association. The President shall serve for a one year term.

- b) Will exercise the powers of the Board in case of emergency. Such exercise of power must be ratified by the Executive Committee (within 48 hrs of the president exercising such powers) Emergency — defined where immediate action is required in the best interest of the members and Association.

- c) Will attend or appoint a designate to attend Hockey Alberta Annual General Meeting, all zone meetings, and League meetings.

2. Vice Presidents

- a) Vice-President, Operations will assume responsibility of duties of the President in the absence of the President.
- b) The Vice-Presidents will serve as members of the Executive Committee and will assume duties respectively for operations, development, programs, administration and officials, as well as any other duties deemed necessary by the Executive Committee from time to time.
- c) Will report to the President.

3. Past President

- a) The Past President, upon completion of his or her term in office, shall be a source of guidance to the Executive Committee and the Board of Directors on all matters relating to the past conduct of business of the Association, will report to the President and will attend meetings of the Executive Committee and/or the Board when requested by the Executive Committee.

4. Secretary

- a) Will attend all General Membership, Annual General membership and Executive Committee and Board Meetings and shall maintain accurate minutes of same. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer or person as may be appointed by the Executive Committee.
- b) Will have charge of all Board records and of the keys to any Association premises.
- c) Will be responsible for the safekeeping of all committee reports, minutes, By-laws and Policies.
- d) Will perform such other duties as designated by the President.
- e) Will report to the President .

2.14 Other Board Positions

1. Treasurer

- a) Will be a signing authority.
- b) Will have charge of all Association funds and financial records and will co-ordinate preparation of audited financial statements for presentation at the Annual General Meeting.
- c) Will work in co-operation with the President and Executive Committee in developing the SMHA's operating budget for approval by the Board.
- d) Will receive a regular accounting from the Director, SOC Concession, Director, Equipment, Director, Tournaments and Social and Director, Fundraising, Retention and Recruitment.
- e) Will report to the President.

2. Directors

Directors will be elected to govern and maintain the duties necessary to ensure the success of the Association. These Directors may include, but are not limited to, the Directors listed in Section 2.12 b) preceding.

2.15 Committees

The Executive Committee, Board of Directors or a Committee thereof may create Committees or Subcommittees including a nominating Committee. Such Committees may be composed of Members or non-members of the Board. Notwithstanding the foregoing all Members of Committees or Sub-Committees must be Members in good standing of the Strathcona Minor Hockey Association.

Disciplinary subcommittees shall include, at a minimum, the President, the level Director whose player, coach or other member is being disciplined and one other Board member. Disciplinary subcommittees shall not exceed 5 committee members.

2.16 Eligibility to Coach

Members of the Board are not eligible to be head coach of any hockey program in the Strathcona Minor Hockey Association while holding office, unless otherwise approved by the Executive Committee. Any member of the Board head coaching a hockey program shall not participate in any decisions wherever there is a conflict of interest.

2.17 Indemnity of Executive Committee, Members, Directors and Officers

No Member of the Strathcona Minor Hockey Association is, in his or her individual capacity, shall be liable for a debt or liability of the Strathcona Minor Hockey Association.

The Strathcona Minor Hockey Association shall indemnify an Executive Committee Member, Director or Officer, his heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been an Executive Committee Member, Director or Officer in those cases where they were acting in their course and scope of duty and acted honestly and in good faith with the view to the best interests of the Strathcona Minor Hockey Association.

The Strathcona Minor Hockey Association shall indemnify a Discipline Committee Member, his heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been an Discipline Committee Member in those cases where they were acting in their course and scope of duty and acted honestly and in good faith with the view to the best interests of the Strathcona Minor Hockey Association.

2.18 Remuneration

No Directors, Officers or members of the Executive Committee shall receive any remuneration for their services.

3. DISCIPLINE

3.0 Actions

The Policies, Rules and Guidelines adopted by SMHA provide for the general rules of conduct for all members including Directors, Officers, Coaches, Assistant Coaches, Managers, Players, Parents and Spectators.

Any Executive Committee Member, Board Member, Team Player, Coach, Assistant Coach, Trainer, Manager, Parent or Spectator who violates the By-Laws, Code of Conduct or Policies, Rules and Guidelines of SMHA is subject to discipline under the Discipline Procedure.

3.1 Procedures

The Discipline Procedure shall be administered as follows:

- a) Complaints respecting any Member of the Association shall be dealt with as follows:
 - i) Where the current Hockey Alberta or CHA rule book dictates a suspension for a player for a rule transgression, and game officials determine, by write-up, that such a transgression took place, the suspension will be implemented by the coach in consultation with Category officials as a matter of routine;
 - ii) When incidents occur which may warrant disciplinary action against a player, the coach(s) shall report the incident as quickly as possible, and at least prior to the next game, for action; the level Director and coach(s) shall meet, investigate the incident, and determine the sanctions to be applied;
 - iii) Outside of i) and ii), no Member may be issued any discipline other than a verbal reprimand without a Disciplinary Committee being convened and reviewing the matter;
 - iv) Discipline matters relating to an Executive Committee or a Board Member that is not the Vice-President, Administration shall first be reviewed by the Vice-President, Administration. Provided the complaint does not involve physical force or violence, the Vice-President, Administration may work with the parties involved to resolve the matter without further escalation. The Vice-President, Administration shall report all incidents, whether warranting further escalation or not, to the Executive Committee;
 - v) Discipline matters relating to the Vice-President, Administration shall first be reviewed by the President and provided the complaint does not involve physical force or violence, the President may work with the parties involved to resolve the matter without further escalation. The President

- shall report all incidents, whether warranting further escalation or not, to the Executive Committee;
- vi) Discipline matters relating to a Team Player, Coach, Assistant Coach, Trainer, Manager, Parent or Spectator shall first be reviewed by the level Director for the team involved in such complaint and the Vice-President, Officials if the complaint involves an official. Provided the complaint does not involve physical force or violence, the level Director (and the Vice-President, Officials, if applicable) may work with the parties involved to resolve the matter without further escalation. The level Director shall report all incidents, whether warranting further escalation or not, to the Executive Committee;
 - vii) The Vice-President, Administration, upon receiving a written request and upon satisfying him or herself that a discipline matter exists which was not resolved in accordance with i), ii), iv), v) or vi) shall convene a Disciplinary Committee in accordance with the following rules:
 - 1 All complaints involving officials shall include the Vice-President, Officials as part of the Disciplinary Committee.
 - 2 All complaints arising from a team practice, game or other events shall include the level Director as part of the Disciplinary Committee.
 - 3 If the matter involves a complaint about the Vice-President, Administration the Disciplinary Committee shall be formed by the President and shall include at least one member of the Executive Committee, at least one other member of the Board and from one to three additional Members appointed in the discretion of the President, subject to 1. and 2. preceding.
 - 4 In all other cases, the Disciplinary Committee shall be formed by the Vice-President, Administration and shall include one member of the Executive Committee, at least one other member of the Board and from one to three additional Members appointed in the discretion of the Vice-President, Administration, subject to 1. and 2. preceding.
 - viii) The Chairperson of the Disciplinary Committee shall request incident reports from the complainant and a letter shall be sent to the respondent stating that the complaint was received, the nature of the complaint, that a Disciplinary Committee has been convened to review the matter and any interim action imposed by the Disciplinary Committee pending resolution, including without limitation, interim suspension from Association activities. The respondent shall be advised of the information reviewed by the Committee and given an opportunity to respond to the complaint and to attend before the Disciplinary Committee to present any evidence in relation to the complaint. If the respondent does not elect to attend before the Committee, the Committee will meet to review the information presented to them and make a decision. If the respondent elects to attend before the Committee, the Committee shall set a hearing date and shall meet with the respondent. The Committee shall give its decision within a

reasonable time following such meeting. In each case, the decision will be communicated to the respondent and a written record shall be kept on Association files.

- ix) The penalties available to a Disciplinary Committee to impose if they are satisfied that there was a breach of Association Policies, Rules and Guidelines include:
- Verbal Reprimand, no written record maintained on Association files
 - Written Reprimand, written record maintained on Association files
 - Suspension, for a duration in the discretion of the Committee, but not exceeding the current hockey year
 - Recommendation for Permanent Expulsion from the Association, in consultation with Hockey Alberta
 - Any combination of the foregoing
- x) If a Disciplinary Committee recommends permanent expulsion from the Association, the Member may, subject to the appeal rights following, be suspended for the remainder of the current hockey year and the matter of permanent expulsion shall be dealt with according to Hockey Alberta rules and regulations;
- xi) Any respondent dissatisfied with the decision of a Disciplinary Committee may appeal the decision by writing to the Secretary requesting an appeal hearing and setting out the basis for the appeal, including why the respondent believes the Disciplinary Committee's decision was made in error. The Secretary shall inform the President, and if applicable the Vice-President, Officials and/or the applicable level Director of the appeal request. The President shall form an Appeal Committee of at least 5 people, but in any event being an odd number of people, which Committee shall include 2 Executive Committee Members, at least one additional member of the Board and at least one person from the general membership. All people sitting on the Committee must sign an Oath of Confidentiality and must be one of the following:
- Members of the Executive Committee or Board
 - Members of the Association
 - Hockey Alberta representatives
 - Hockey Canada representatives
 - Legal counsel
 - Members of the Board of a neighbouring Association

No person that sat as a member of the Disciplinary Committee shall be a member of the Appeal Committee;

- xii) An appeal date shall be set by the Appeal Committee on notice to the respondent. The appeal date shall be not less than 14 days and not more than 30 days from receipt of the written request for an appeal. The Appeal Committee will review the materials that were before the Disciplinary Committee and hear the submissions of the respondent. If new information or materials are brought forward to the Appeal Committee, the Appeal Committee may conduct such further and other investigations relating to the complaint and the appeal as it deems necessary prior to rendering its decision. The decision of the majority of the Appeal Committee shall be final and binding on all parties, excepting out any avenues of further recourse provided to the parties by Hockey Alberta and/or Hockey Canada;
 - xiii) The Secretary or the President shall maintain a log of the complaints received providing the date the complaint was received, the log number, the name of the complainant, the name of the respondent and the date the file was closed. The log shall not include any details of the nature of the complaint.
- b) Upon the conclusion of the hearing, whether informal or formal, of the complaint by either a Discipline Committee and following the conclusion of any appeal, if applicable, all documents pertaining to the complaint shall be placed in a special filing cabinet accessible solely by the Chairperson of the Discipline Committee and/or the President of the SMHA or in their absence the Secretary and shall not be accessed by any other party.
 - c) The files in respect of specific discipline matters will be retained for a period of 5 years after which they shall be destroyed and disposed of in accordance with policies established by the Board.

4. MISCELLANEOUS

4.1 Seal

There is no seal for the SMHA.

4.2 Fiscal Year End

March 31st in each year shall be the fiscal year end for the SMHA.

4.3 Auditing

The financial records, books and accounts SMHA shall be audited at least once yearly by a duly qualified accountant or committee of the Executive Committee. A complete and proper statement shall be submitted by the Treasurer at the Annual General Meeting.

4.4 By-Laws

The By-Laws of SMHA may only be rescinded, altered or added to by a Special Resolution passed at a general meeting of the General Membership.

4.5 Books and Records

Books and records of SMHA shall be maintained for 10 years after which time they shall be destroyed.

4.6 Inspection of Books and Records

The books and records of SMHA may be inspected by any Member in good standing upon giving reasonable notice to the Executive Committee and arranging a mutually satisfactory time with the Member of the Executive Committee having charge of same. The books and records of SMHA will be available at all Board meetings for review by the Board Members. The books and records of SMHA shall be available to the President at all times.

4.7 Borrowing Powers

For the purpose of carrying out its objects, SMHA may borrow, raise or secure the payment of money in such manner as it thinks fit. SMHA may issue Debentures or General Security Agreements only under the sanction of a Special Resolution passed at a general meeting of the General Membership.

4.8 Code of Conduct

All members of the Executive Committee, Board, Committee Members, Coaches and staff of Strathcona Minor Hockey Association are required to sign a Code of Conduct.

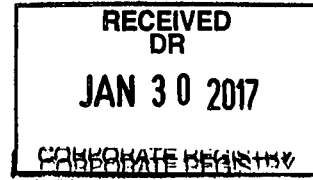
4.9 Oath of Confidentiality

All Executive Committee Members, Board Members, Commissioners, Committee Members, and staff of Strathcona Minor Hockey Association are required to sign an Oath of Confidentiality.

4.10 Governing Bodies

SMHA recognizes Hockey Canada and Hockey Alberta as governing bodies of the sport of hockey and agrees to abide by all rules and regulations as instituted by these bodies.

STRATHCONA MINOR HOCKEY ASSOCIATION
(the "Society")



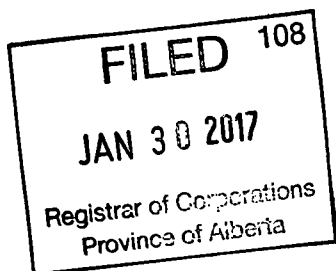
I, Catherine A. Farnell, Vice-President of the Society, hereby certify that the following special resolution was passed at a meeting of the members of the Society held on April 28, 2016.

The bylaws were amended as follows:

1. Subsection 2.12 (a) shall be amended by adding the position of Vice-President, Finance.
2. Subsection 2.12(b) shall be amended by adding the positions of Ice Allocator and Registrar.
3. The last paragraph of Subsection 2.12 shall be deleted and replaced with the following:

“Notwithstanding the list above, the Board may hire one or more of an Ice Allocator, a Registrar and a Treasurer or Bookkeeper, and in each such case where the position is a paid position, such person may attend Board meetings but shall not be a voting position. For certainty, while a Bookkeeper is hired, there will be no voting position for a Treasurer of the Board.”

DATED at Edmonton, Alberta, this 25 day of January, 2017.





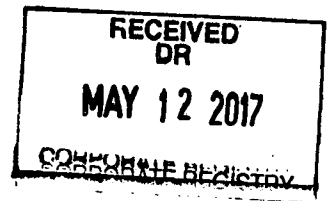
CATHERINE A. FARNELL, Vice-President



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STRATHCONA MINOR HOCKEY ASSOCIATION

(the "Society")



I, Wendy Brown, Secretary of the Society, hereby certify that the following special resolution was passed at a meeting of the members of the Society held on April 27, 2017.

The bylaws were amended by amending sections 2.10, 2.12, 2.15 and 2.16 to read as follows:

2.10 Powers

The Board shall, subject to the By-Laws or directions given by majority vote at any General Meeting of the Strathcona Minor Hockey Association properly called and constituted:

- a) have full control and management of the affairs of the Strathcona Minor Hockey Association;
- b) have the power to submit amendments to these By-Laws to the Members at any General or Special Meeting upon 21 days' notice to the Members and any such amendment passed shall be binding upon all members of the Strathcona Minor Hockey Association;
- c) have the power by 2/3 majority vote to adopt or amend policy, guidelines, procedures or regulations, at any Board Meeting, by motion, which shall be binding upon all members of the Strathcona Minor Hockey Association;
- d) have the power to establish policies to ensure allotted ice time is distributed on a fair and just basis.
- e) have the power to decide the league in which teams will play.

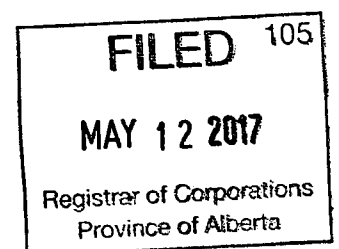
2.12 Board Structure

The Board shall consist of the following, and each will have specific duties, roles and responsibilities:

- a) Executive Committee:
 - Past President
 - President
 - Vice-President, Operations
 - Vice-President, Development
 - Vice-President, Programs
 - Vice-President, Administration
 - Secretary
 - Vice-President, Finance
- b) Directors of the Board
 - Treasurer
 - Referee in Chief
 - Director, Equipment
 - Director, Midget
 - Director, Bantam
 - Director, Peewee
 - Director, Atom
 - Director, Novice
 - Director, Tom Thumb/Initiation
 - Director, Rec League



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- Director, Communications
- Director, Fundraising, Retention and Recruitment
- Director, Tournaments/Social
- Director, Concession
- Ice Allocator and Registrar

The Board may establish a maximum of 3 additional Director positions, provided that in order to fill such positions in any year, notice of the positions must have been given in the notice for that year's Annual General Meeting.

Notwithstanding the list above, the Board may hire any person(s) required to ensure the proper day to day running of the Association, and in each such case where the position is a paid position, such person(s) may attend Board meetings but shall not be a voting position.

2.15 Committees


The President, Executive Committee, Board of Directors or a Committee thereof may create Committees or Subcommittees including a nominating Committee. Such Committees may be composed of Members or non-members of the Board as well as non-members of the Association in situations where outside expertise would benefit the Committee. Notwithstanding the foregoing all Members of Committees or Sub-Committees who are members of Strathcona Minor Hockey Association must be Members in good standing.

Disciplinary subcommittees shall include, at a minimum, the President, the level Director whose player, coach or other member is being disciplined and one other Board member. Disciplinary subcommittees shall not exceed 5 committee members.

2.16 Eligibility to Coach

Members of the Board are eligible to be head coach of any hockey program in the Strathcona Minor Hockey Association while holding office. Any member of the Board head coaching a hockey program shall not participate in any decisions wherever there is a conflict of interest.

DATED at Edmonton, Alberta, this 8 day of May, 2017.



WENDY BROWN, Secretary

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