



BY-LAW NUMBER 1

A by-law Relating Generally to the Conduct of the Affairs of the Woodstock Minor Hockey Association Inc.

Article 1 - NAME

- 1.1 The Name of the Corporation shall be the Woodstock Minor Hockey Association Inc. (hereinafter referred to as "WMHA").

Article 2 - HEAD OFFICE

- 2.1 The head office of the Corporation shall be in the City of Woodstock, in the County of Oxford, and at such place therein as the Directors may from time to time determine by resolution.

Article 3 - SEAL

- 3.1 The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.

Article 4 - OBJECTIVES

- 4.1 The purposes and objectives of the Corporation shall be:
- a) to promote, organize and develop organized amateur hockey for youths in the City of Woodstock and surrounding areas.
 - b) to foster and promote a wholesome hockey experience for players, coaches, managers, league officials, referees and families, and to cultivate a spirit of true sportsmanship, fair play and friendly competition.
 - c) to sponsor and promote athletic, social and other activities and to solicit and accept donations, gifts, legacies and bequests, as may be required or desirable to finance the activities of the Corporation.
 - d) to help develop good character in players and members by teaching the importance of the values of physical competition and activity, good sportsmanship, social participation and fellowship, fair treatment of others and strong civic spirit.
 - e) to attempt to achieve excellence in coach development and resulting player development and as a result to allow all players, in both representative, select and house leagues, an equal opportunity to achieve their full potential.
 - f) to encourage the most efficient and effective use of existing ice facilities and to promote the development of additional ice facilities for the youth of Woodstock, whether such facilities be within or outside, but near, the city limits and other complementary purposes and objectives not inconsistent with these purposes and objectives.



Article 5 - MEMBERSHIP

- 5.1 The membership of the Corporation shall consist of the following:
- a) players of at least 18 years of age;
 - b) coaches, managers, trainers and assistant coaches of WMHA teams;
 - c) parents or guardians of players;
 - d) life members;
 - e) other interested persons aged 18 and over who pay the WMHA an annual membership fee of \$2.00;
 - f) current board members
 - g) Each member shall be entitled to only one vote.
- 5.2 Life members shall include any person who in the opinion of the Board of Directors and the general membership warrants this designation because he or she has rendered extraordinarily distinguished service to the Corporation or the sport of hockey. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to minor hockey in the City of Woodstock. Life members shall be nominated by the Board of Directors
- 5.3 The WMHA office shall, under the direction of the Secretary, maintain a register of all members, which shall be open for review by members during normal hours of operation by the WMHA office. All members must be registered by no later than 60 days before the Annual General Meeting in each year in order to be entitled to a vote at that meeting.
- 5.4 Any member may resign from the Corporation by mailing written notice of resignation to the WMHA office accompanied by payment of all monies owing to the Corporation.
- 5.5 Members may be censured, suspended or expelled for breach of the By-laws or Rules and Regulations of the Corporation.
- 5.6 Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith remove all rights of the member within the Corporation, but shall not discharge any financial obligation of the member or former member to the Corporation accrued prior to the time of such termination.
- 5.7 All matters respecting censure, suspension, or expulsion of members and termination of membership shall be under the ultimate control and direction of the Board of Directors and the Appeals Committee, as specified in this By-Law Number 1.



Article 6 - AFFILIATIONS

- 6.1 The Corporation shall have the following affiliations:
- a) The WMHA shall be the governing body of the branch of the Hockey Canada to which the Corporation is a member in the City of Woodstock, which at the date of this bylaw is Alliance Hockey.
 - b) The Corporation may affiliate with such Junior Hockey clubs as may from time to time be determined by the Board of Directors, in accordance with Ontario Hockey Federation rules and regulations.

Article 7 - BOARD OF DIRECTORS

- 7.1 The affairs of the Corporation shall be managed by the Board of Directors, which shall be composed of the following: A member can't be elected to more than one position on the board.
- a) President
 - b) Secretary
 - c) Treasurer
 - d) Director of Sponsorship
 - e) Director of Fundraising and Volunteers
 - f) Director of Communication and Administration
 - g) Director of Equipment
 - h) Director of Rep
 - i) Director of B/BB/Select
 - j) Director of Programming – U5, U6 & U7
 - k) Director of Programming – U8 & U9
 - l) Director of Programming – U10, U11, U12, & U13
 - m) Director of Programming – U14, U15, U16, U18 – U20
 - n) Past President – The past president is a position on the Board of Directors. This individual is to provide leadership and guidance for the incoming president.

7.2 The Directors shall appoint a Vice-President amongst the elected directors to act in the absence of the President.

7.3 The Directors and Officers of the Corporation shall have the following duties:

a) **President:**

The president shall preside at all meetings of the executive committee and all general meetings. He/she may call special meetings of the executive committee as he/she deems necessary. He/she is a signing officer of the Corporation and other legal documents normally requiring the signatures of the President and Secretary and Treasurer He/she may only vote in the case of a tie vote. He/she may hold accountable any executive member deemed not fulfilling or in breach of their job description or duties



b) Secretary:

Shall keep an accurate record of all required proceedings of the Corporation is recorded and maintained. He/she shall keep a register of membership of the Corporation. He/she shall handle all correspondence is communicated. He/she shall ensure the generation and maintenance of a WMHA Newsletter-displaying WMHA news, events, correspondence, accomplishments etc. that shall be published on the WMHA website and shall be sent to the WMHA membership. He/she shall be a signing officer of the Corporation and other legal documents normally requiring the signatures of the President and Secretary and Treasurer.

c) Treasurer:

Shall collect, record and deposit all revenue of the Corporation's bank account. He/she shall pay all accounts by cheque, countersigned by either the President or Secretary. He/she give brief financial statement at the regular monthly executive meetings and shall prepare and arrange for an audit and annual statement of the financial affairs of the Corporation to be presented at the Annual General Meeting.

- i. Supervise and verify the receipt of all monies for the Corporation and supervise payment of all accounts by cheque signed by the Treasurer and one of the Secretary or the Chairperson;
- ii. Supervise the maintenance of an accurate record, on the corporation's computer, of all accounts and report as requested and ensure that the Corporation maintains off-site backup copies of such records:
- iii. Maintain a bank account or accounts and attend to preparation of an annual financial statement and projected budget.
- iv. Treasurer should have an accounting certificate and work within the field*

d) Director of Sponsorship

Shall keep accurate records of all sponsors for the house league, MD and Representative teams or program including Team Banners. Ensure the sponsors are provided with information pertaining to sponsored teams., including communication of the Corporation's appreciation of the sponsors support.

e) Director of Fundraising and Volunteers

Coordinate and supervise all fundraising activities for the Corporation, securing the necessary volunteers from among the parents/guardians of all WMHA players. Will coordinate with the City Hall for city run events, supervising Woodstock Minor Hockey Association volunteers for the events. They shall ensure that all fundraising by teams complies with the rules of the Corporation and city licences. Shall facilitate the concerns email with the Secretary.



f) Director of Communication and Administration

Shall coordinate various aspects of communication with the membership, in collaboration with the General Manager and Secretary. Shall assist the General Manager with various office administration tasks, as needed, including the scheduling of timekeepers and referees. Shall assist the General Manager with assessment of duties that should be downloaded to specific directors, with the goal to streamline the General Manager's roles and responsibilities.

g) Director of Equipment

Shall keep accurate records, on the Corporation's computer, of all equipment/sweaters owned by the Corporation, and shall lend out equipment/sweaters, ensuring that a proper record is kept on the Corporation's computer of who borrowed the equipment/sweaters and when it is returned. He/she shall recommend equipment/sweaters purchases and repairs to the Board. He/she shall be responsible for handling storage, repairing and cleaning of equipment/sweaters. All quotes, invoices and expenditures are to be filed in the hockey office.

h) Director of Rep

Shall oversee the operations of all Representative programs and teams for the Corporation, subject to approval of the Board. He/she shall have the authority to enforce the policies and procedures of the Corporation as they relate to the operations of Representative programs and games, following the Manual of Operations. He/she shall act as a liaison between the parent representatives and the Board.

i) Director of B/MD/Select

Shall oversee the operations of all MD/Select programs for the Corporation, subject to approval of the Board. He/she shall have the authority to enforce the policies and procedures of the Corporation as they relate to the operations of MD/Select programs and games, following the Manual of Operations. He/she shall act as a liaison between the parent representatives and the Board.

j) Director of Recreational Hockey – Per Divisions Offered

The Director shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of recreational Hockey. He/she shall have authority to enforce the policies and procedures of the Corporation as they relate to the operations of their specific divisions, programs and games, following the Manual of Operations. They shall act as the liaison between parent representatives and the Board.

7.4 All directors shall perform such other duties as may from time to time be established by the Board of Directors.



- 7.5 The decisions and actions of all directors, officers, members and committees shall be subject to review and change by the Board of Directors. No single director or officer of the Corporation is charged with the general management, operation or supervision of the affairs of the Corporation, it being the desire of the members that the Corporation function in as democratic a fashion as is practicable, with consensus building and teamwork being the first priority of the Board of Directors.
- 7.6 All directors and officers are ex officio members of all committees of the Corporation and are entitled to attend all committee meetings.
- 7.7 Candidates for the position of Director must be voting members of the Corporation and at least 18 years of age. Directors who fail to attend 3 consecutive Regular Meetings with or without regrets or 50% of Regular Meetings in each year of their term. The following will apply: 1. After their first year at the discretion of the board it will be decided whether the director continues in their position, 2. After their second year of their term they will be disqualified from running for their position at the AGM or any other position on the board for 2 years from the date of their leaving. If a Director quits before their term has been completed, they are disqualified for running for any executive position for 2 years from the date of their leaving. Directors may not be a head coach in the division of which he/she is a director except for temporary emergency circumstances and must be reported to the Board.
- 7.8 The voting members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution is given, remove any director before the expiration of that director's term of office and may, by a majority of votes cast at that meeting, elect any eligible person to replace the removed director.
- 7.9 Vacancies on the Board of Directors, however caused, may be filled by the remainder of the Board, provided that it still has a quorum, by appointment from among qualified members of the Corporation, if the Directors wish to fill such vacancy. If there is not a quorum of Directors remaining in office, the Board shall call a meeting of members to fill the vacancy. If the Directors wish to fill a vacancy, notice of the vacancy and a request for volunteers will be posted and circulated. The Directors are required to fill any vacancies of the Treasurer and Secretary.
- 7.10.1 The Board of Directors shall in each year appoint one director to act as the Corporation's representative to attend operating committee meetings of the Minor Hockey Alliance of Ontario for that year. Copies of the minutes of all Alliance Operating Committee meetings will be given to every Board member.
- 7.11 Any person who accepts a position with Woodstock Minor Hockey or sits on the board of directors for Woodstock Minor Hockey must pass a Police Check and obtain the necessary credentials as required by governing bodies of Minor Hockey Association in Ontario. Directors are required to have Respect In Sport – formerly known as Speak Out.



7.12 (a) Directors will serve for two (2) year terms with half being up for re-election each year. The following positions will be up for election together:

Group 1 – President, Treasurer, Rep, Programming – U5, U6 & U7, Programming U8 & U9, Programming – U14, U15, U16, U18 – U21, Communication and Administration

Group 2 – Secretary, Sponsorship, Fundraising and Volunteers, Equipment, B/MD, Programming – U10, U11, U12 & U13

(b) The Board may, at its discretion, realign the portfolio assignment after one year prior to the AGM election process. This decision would be based on an assessment of the needs of the organization for the upcoming year to ensure that any potential experience gaps are addressed.

Article 8 - ANNUAL AND OTHER MEETINGS OF MEMBERS

- 8.1 A quorum for the transaction of business at any Annual General or Special General Meeting shall consist of not less than simple majority (50% + 1) of the members of the Board and simple majority (50% + 1) of the signed members present.
- 8.2 The annual general meeting of the Corporation shall be open to all members and to the general public. The date and location of the annual general meeting shall be designated by majority vote of the Board of Directors.
- 8.3 A special general meeting may be called at the discretion of the Board of Directors as determined by majority vote. A special general meeting shall also be called upon the written request of members such request to be properly signed with suitable proof of signature by no less than a number of members equal to a quorum. The date and location of special general meetings shall be designated by majority vote of the Board of Directors.
- 8.4 Notice of any general meeting, whether annual or special, must be given through the web page. This notice shall appear once in each of the four weeks leading up to the meeting, the first such notice to be no more than 31 days prior to the meeting. Notice of any special general meeting shall specify the purpose for which the meeting is being called. All nominations for a Board position must be submitted in writing to the Minor Hockey office not later than thirty (30) days prior to the date of the Annual General Meeting. If there are no nominations received for a position, a committee will be formed within the Board to find a candidate(s) and report same to the Annual General Meeting. There will be no nominations from the floor at the Annual General Meeting for any vacant position without a nominee, unless the Annual General Meeting passes a motion to allow such nomination(s). No error or omission in the notice of any annual or special general meeting, shall invalidate such 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 proceedings taken or had at such meeting.



- 8.5 All members in good standing in personal attendance at an annual or special general meeting shall be entitled to vote on any issue to be determined at such meeting. Each member shall be entitled to only one vote. There shall be no proxy voting permitted. All persons voting must be at least 18 years of age. Unless otherwise stated in this Bylaw, all issues shall be decided by a simple majority of votes cast, and in case of a tie, the President shall be permitted but not required to cast a deciding vote. The election of directors shall be by secret ballot. **If there is only one (1) candidate nominated for a position, then there shall be no vote, but the member will be acclaimed to the position.** All other matters may be decided by a show of hands or secret ballot, but the latter will only be used when it is requested by a member.
- 8.6 If there is no quorum within thirty minutes of the time fixed for the meeting to begin, the President shall declare that there can be no meeting on that occasion.
- 8.7 Parliamentary procedures, as specified in Robert's Rules of Order Revised, shall be followed at all meetings and the President shall decide all questions of order in accordance with same.
- 8.8 The President shall have the right to require that any motion or resolution be presented in writing whether it is presented before or during the meeting.
- 8.9 Normally the order of business at all annual General meetings of the Corporation shall be as follows:
1. Opening of the meeting and explanation of procedural rules governing meetings;
 2. Reading of the minutes of the previous Annual/Special General Meeting;
 3. Business arising from the minutes;
 4. Treasurer's Report;
 5. Board of Directors Report (presented by President);
 6. Reports, if any, of Committees;
 7. Amendments to the bylaws of the Corporation, if any;
 8. Election of Directors;
 9. Unfinished business;
 10. New business.

The order of business may be altered by a two-thirds (2/3) majority vote of members present at the Meeting.

- 8.10 The President shall determine the order of business at any Special General Meeting.

Article 9 - MEETINGS OF THE BOARD

- 9.1 Regular meetings of the Board of Directors shall be held each month at such place or places that are accessible to the membership from time to time is determined by the Board. Directors will be notified via email at least (7) days in advance of regular meetings.
- 9.2 Special meetings of the Board of Directors may be called by the President or any 2 other directors. Notice of special meetings must be e-mailed or be delivered or telephoned in person or on recording devices, to all Directors not less than 2 days before the meeting is



to take place and shall specify the purpose for which the meeting is being called. Notice to members of the Corporation advising of the date for Directors meetings shall be available through the office no later than 2 days before the meeting.

- 9.3 Directors may consider or transact any business either special or general at any meeting of the Board.
- 9.4 Unless otherwise stated in the bylaws, questions arising at any meeting of the Board shall be decided by a simple majority vote of Board members present with the President having the right, but not the obligation, to cast a tie-breaking vote.
- 9.5 Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors, provided, however, that the board may, by two thirds majority vote, amend the application of the Rules of Order in such fashion as it wishes.
- 9.6 Quorum for a meeting of the Board of Directors shall be 50% of the members of the Board present in person. There shall be no proxy voting. If there is no quorum within 20 minutes of the time set for the meeting, the President shall declare that no meeting may be held on that occasion.
- 9.7 Generally the meetings of the Board of Directors shall be open to any members of the Corporation who are interested in observing the deliberations. The Board may, by a simple majority vote, decide that portions of some meetings be held in camera.
- 9.8 Minutes of any regular or special meetings of the Board shall be available on request at the Corporation office. The minutes will be made available within a reasonable time after each meeting. After they have been approved by the Board. Material deemed by a majority of the Board to be of a confidential nature may be deleted from the minutes provided for general distribution.
- 9.9
- a) Requests for permission to give presentations to the Board must be submitted to the office in writing seven (7) days prior to the scheduled meeting, specifying the nature of the presentations. The Board may then extend an invitation to attend an upcoming meeting and may place reasonable time limits on the presentations, although efforts shall be made to see that everyone has an opportunity to be heard. A written reply to such presentations will be sent out within 10 business days.
 - b) Directors with contentious issues must provide in writing seven (7) days prior to the scheduled meeting, specifying the nature of the contentious issue.
- 9.10 The Directors shall serve without remuneration. No Director or other member shall directly or indirectly receive any profit from their position, but may, subject to the approval of the Board, be reimbursed reasonable expenses incurred in the performance of their duties.
- 9.11 A director or other member shall declare any conflict of interest wherever they or one of their family members is directly involved in a matter before a committee or the Board, of which they are a member. Once a conflict of interest has been declared, said Director or



member shall withdraw from the meeting while discussion and voting takes place on the matter in question. This provision is not intended to prevent board members from discussing and voting on issues related to a team on which a child of theirs is, or may at some time be, playing.

- 9.12 Every Director or member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his or her interest and leave the meeting regarding such contract. A general notice given to the Board or relevant committee shall be a sufficient disclosure of interest. If a member has made a declaration of his or her interest in a proposed contract he or she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not avoidable by reason only of his or her holding office or of the fiduciary relationship established thereby.
- 9.13 Every Director or other member of the Corporation who has undertaken a liability on behalf of the Corporation shall at all times be indemnified and saved harmless by the Corporation from and against:
- a) All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of his or her duties for the Corporation; and
 - b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs charges or expenses occasioned by his or her own wrongful or wilful neglect or default.

No Director or other member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other member which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

Article 10- STANDING COMMITTEES

- 10.1 All Directors of the Corporation may attend all committee meetings and notice of all committee meetings shall be available through the office no later than 2 days before the meeting.
- 10.2 All Committees have the power to recommend actions to the Board of Directors, and may take action, subject to ratification, amendment or reversal by the Board.
- 10.3 The Board may from time to time establish such other committees as it may deem necessary or advisable.
- 10.4 The standing committees shall meet, elect a chairperson where necessary, and report to the board of directors at its first regular meeting following the Annual General Meeting.



Article 11 - GRIEVANCES, DISCIPLINE AND APPEALS

- 11.1 Discipline may be enforced by the following officials and bodies:
- By coaches, Directors of the league in question and the Board of Directors in respect of players
 - By Directors of the league in question, and the Board of Directors in respect of coaches.
 - By Directors of the league in question and the Board of Directors in respect of Parent Rep.
 - By the Board of Directors in respect of Directors of the various leagues.
 - By coaches, Directors of the league in question and the Board of Directors in respect of parents and spectators.

- 11.2 Appeals of the decisions, actions, or policies of the Corporation or its officials shall occur at the following levels:

Action/Decision by	Appeal To
Coach	Director if Rep, MD or Select
Director	Appeals Committee

- 11.3 Appeals shall be presented in writing (in concise, numbered paragraphs specifying the facts and rules or Bylaw sections involved and the grounds of the appeal) to the Corporation's office no sooner than 24 hours and no later than 72 hours after the incident giving rise to the appeal. Notice of appeal shall be accompanied by an application fee that matches the Minor Hockey Alliance of Ontario's minimum appeal fee, which will be returned if the Appellant is successful. Appeals of the convenor's or director's appeal decisions shall be submitted to the office as above.

- 11.4 Appeals may only be put forward by members of the Corporation.

- 11.5 A convenor or director dealing with an appeal may, if he or she considers it desirable, give the Appellant and other parties an opportunity to be heard, and in any event will render a written decision not more than 14 days following the filing of the appeal.

- 11.6 In the event that a convenor or director dealing with an appeal believes that the matter to be dealt with is serious and contentious, he or she may refer the matter to the Appeals Committee.

- 11.7 Matters reaching the Appeals Committee shall be dealt with as follows:
- The Chairperson of the Appeals Committee will notify the parties to the appeal as to the hearing date which shall be no later than 14 days following the filing of the Appeal or the transfer of the appeal by a convenor or director;
 - Parties to the appeal shall be given an opportunity to be heard and to present evidence and argument;
 - Appeal hearings shall be public, unless the committee decides that financial, personal or other sensitive issues will be discussed, in which event the committee may hold part or all of the hearing in camera;



- (d) The appeals committee will advise the Board of Directors of its findings and recommendations within 7 days of the hearing. The Board will then render a final decision within a further 7 days, such decision to be in writing and may or may not include detailed reasons. All decisions of the Appeal Committee and Board of Directors shall be final and binding on all parties to the appeal.

Article 12 - AMENDING BYLAWS

- 12.1 Proposed amendments to the bylaws may be submitted, by members or Directors, to the Woodstock Minor Hockey office in person not less than 45 days prior to the annual or special meeting at which such bylaw amendment is to be considered. All Proposed amendments must contain the name of the person or group that is submitting the proposed amendment and the date that it was submitted.
- 12.2 The Board of Directors may then consider the proposed change and accept, amend or reject it by two-thirds majority vote.
- 12.3 Any amendment so approved by the Board of Directors will then be circulated by notice to the members commencing 31 days prior to the meeting of members held to consider such amendment. The members may then accept or reject, but not further amend, the proposed change by two-thirds (2/3) majority vote.

Article 13 - BANKING AND EXECUTION OF DOCUMENTS

- 13.1 The Corporation's banking business shall be transacted at such banks as the Board may decide. All cheques and other instruments shall require the signature of the Treasurer and one of the Secretary or President. At no time shall the required signatures be from members of the same family. All expenditures must be approved as set out in this bylaw. In the event of such officials failing to follow the directions of the Board, the Board may, by two thirds majority designate three other signing officers.
- 13.2 An audit of corporation's books must be conducted at the end of the fiscal year by such auditor as may be designated by the Board of Directors from time to time.
- 13.3 (a) All expenditures of the Corporation above \$250.00, for one-time expenses, shall require Board approval. Expenses in excess of \$250.00 shall require not less than 2 quotes before receiving Board approval.
- (b) Tenders above \$5,000.00 must be open and have the option of multi source quotes.
- (c) Tenders below \$5,000.00 can be single source and closed but it must be documented that a cost comparison analysis has been conducted to ensure fiduciary responsibility to the association members, results of which can be made available upon member request.
- (d) Single source Tenders would be allowed when it's established that no other supplier is available for the product.



- 13.4 All correspondence to be issued by the Corporation shall be reviewed by the board of directors and shall be issued from the Corporation's office. The office shall maintain copies of all correspondence sent and received by the Corporation. Correspondence and documents deemed by the Board to be of a sensitive nature may be sent to the Corporation's solicitors for safe-keeping.
- 13.5 All purchases must have a Purchase Order (PO) number.

Article 14 - FISCAL YEAR END

- 14.1 The fiscal year of the Corporation shall end on the 30th day of April in each year until changed by two thirds majority vote of the Board.

Honorary Life Members:

Fred Murphy 2006
Alf Langdon 2011
Jim Bechard 2015
Pat Sloan 2018
Pat Langdon 2019