

OAKVILLE RANGERS HOCKEY CLUB

2017 BY-LAW UPDATE PROPOSALS

BY-LAW No.1 of Minor Oaks Hockey Association Inc.

(Revised April 2017)

NEW ADDITION

1. DEFINITIONS

- 1.1. CORPORATION shall mean the Minor Oaks Hockey Association Incorporated.
- 1.2. SEAL shall be the known as the stamp that is available at the CORPORATIONS' office
- 1.3. AGM shall be known as the Annual General Meeting
- 1.4. Rostered bench staff shall be known as coach, trainer, manager, assistant coach, and assistant trainer.
- 1.5. Volunteers shall be known as anyone who makes a valued contribution to the organization as defined by a list maintained by the Office and approved by the Board of Directors.
- 1.6. OMHA shall be known as the Ontario Minor Hockey Association
- 1.7. OHF shall be known as the Ontario Hockey Federation

2. NAME AND PURPOSE

- 2.1. **Name.** The CORPORATION shall be known as Minor Oaks Hockey Association
- 2.2. **Objects.** The objects of the CORPORATION, as set out in the Letters Patent, are:
 - 2.2.1. To establish, maintain and conduct an athletic club and to promote among the Members of the CORPORATION and others an interest in athletic games, recreation and sports; and
 - 2.2.2. To promote games and sports and in particular, the game of hockey, and to arrange matches and competitions and to offer to grant and contribute towards prizes, awards and distinctions; and receive and acquire and hold gifts, donations, legacies and devices.

VALUES STATEMENT

CURRENT WORDING

3. VALUES STATEMENT

- 3.1. **Values.** The following statement encompasses the pillars upon which sport in our community is organized and played and the overriding principles governing the organization of the Corporation and the operation of its hockey programs. These values must be maintained in a strong, consistent fashion. They are the foundation of the Players Bill of Rights and the basis for our Code of Conduct that governs Member participation on a day-to-day basis. The Corporation's values may be stated in the following way:

To play our game as a team, and conduct ourselves both on and off the ice, at all times with a sense of fair play, consistent with the principles of good sportsmanship, with dedication and commitment and in the spirit of friendly competition, while being gracious in victory as well as defeat.



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NEW WORDING

3. VALUES STATEMENT

To promote the sport of hockey which emphasizes the concept of team play and conduct at all times in the spirit of friendly competition consistent with the principles of good sportsmanship.

- 3.1 This statement encompasses the pillars upon which sport in our community is organized and embodies the principles governing the CORPORATION and the operation of its hockey programs.
- 3.2 These values must be maintained in a strong and consistent fashion.
- 3.3 These values are the foundation of the Players Bill of Rights and the basis for our Code of Conduct that governs Member participation on a day-to-day basis.

4. CORPORATE SEAL AND REGISTERED OFFICE

- 4.1. **Seal.** Until changed by the Board, the corporate seal of the CORPORATION shall be in the form impressed in the margin hereof.
- 4.2. **Office.** The registered office of the CORPORATION shall be in the Town of Oakville in the Regional Municipality of Halton, in the Province of Ontario and at such location therein as the Board may from time to time determine.

MEMBERSHIP

CURRENT WORDING

4. MEMBRSHIP

- 4.1. General Membership in the Corporation shall be comprised of the following classes:
 - 4.1.1. General Member;
 - 4.1.2. House League Member; and
 - 4.2.3. Town Rep Member

Membership in the Corporation shall be limited to persons who meet the qualification of one or more of the above classes. For greater certainty, provided the qualifications for membership are met, there shall be no restriction on any person being a Member of more than one class described above.

- 4.2. **Membership Year.** The membership year for each Member of the Corporation shall commence upon valid registration for the upcoming hockey season and terminate at the earliest of (i) the conclusion of the annual meeting of the Members at the end of the hockey season, or, if such meeting is not held in a timely manner, (ii) the start of the subsequent hockey season, or, (iii) where membership is solely as a result of a parent(s) having a child or children playing in the MOHA, the date on which the last of all such parent's/parents' children playing in the MOHA sign a card to play for another organization. The registration date shall be set annually by the Board of Directors.
- 4.3. **Membership Dues.** Membership dues shall be determined by the Board of Directors.



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- 4.4. Termination of Membership.** Membership in the Corporation shall not be transferable and shall cease where a Member:
- 4.4.1. Resigns;
 - 4.4.2. Dies;
 - 4.4.3. Fails to pay required membership dues; or
 - 4.4.4. Contravenes the conditions of membership
- Members may resign from the Corporation by submitting a written resignation to the Secretary.
- 4.5. General Members.** The General Members of the Corporation shall be limited to:
- 4.5.1. Each Officer and Director of the Corporation;
 - 4.5.2. Individuals who are selected by the Board of Directors, based on the individual's long and distinguished contribution to the Corporation (for the purposes of this By-Law, such persons shall be called "Life Members"); and
 - 4.5.3. Any other interested person who has made a significant contribution to the Corporation and who has been approved for membership in that year by the Board of Directors.
- 4.6. House League Members.** The House League Members of the Corporation shall be limited to:
- 4.6.1. Any players registered for House League hockey during the current season;
 - 4.6.2. Each parent or guardian of any player registered for House League hockey during the current season; and
 - 4.6.3. All team officials, league officials, and referees registered or House League hockey for the current season.
- 4.7. Town Rep Members.** The Town Rep Members of the Corporation shall be limited to:
- 4.7.1. Any players registered for Town Rep hockey during the current season;
 - 4.7.2. Each parent or guardian of any player registered for Town Rep hockey during the current season; and
 - 4.7.3. All team officials, league officials, and referees registered for Town Rep hockey for the current season.
- 4.8. Class Voting.** For greater certainty and notwithstanding that an individual may belong to more than one membership class described above, he or she shall be entitled to only one vote on any matter to be decided by the entire membership and only one vote on any matter to be decided by any class or classes of Members. Any Member of a class may vote on an issue before that class even if that Member is also a Member of another class.
- 4.9. Voting on Class Specific Issues.** Membership class-specific issues shall be voted upon only by Members of the specific class and general Members.
- 4.10. Membership Rights and Responsibilities.** Members of the Corporation have the following rights and responsibilities:
- 4.10.1. To vote on any issue of general concern to the Corporation, if the Member is over the age of eighteen (18) years;
 - 4.10.2. To pay any membership dues levied by the Corporation; and
 - 4.10.3. To abide by the Letters Patent, this By-Law, the Players Bill of Rights, the Code of Conduct, other by-laws of the Corporation and the rules and regulations pertaining to the playing of hockey throughout the Corporation from time to time established by the Board of Directors.



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NEW WORDING

5. MEMBERSHIP

5.1 Definition of Membership Classes:

Membership in the CORPORATION shall be limited to persons who meet the qualification of one or more of the following groups:

- 5.1.1. **Board Members** are defined as any individual that is rightfully elected to the Board of Directors for the CORPORATION in a general election.
- 5.1.2. **Executive Members** are defined as any individual that is rightfully elected to an Executive position by the Membership of the CORPORATION, except for the Operations Manager.
- 5.1.3. **Paying Customers** shall consist of any person who registers a player(s) for a hockey season and is limited to one (1) vote per registration each calendar year.
- 5.1.4. **3rd Party Contractors of the Organization** such as but not limited to: referees and timekeepers, etc...
- 5.1.5. **Volunteers** shall be classified as per 1.5.
- 5.1.6. **Employees of the CORPORATION** will be defined as any individual who is employed by the CORPORATION.

5.2. Eligibility to Vote:

5.2.1 Voting Members shall consist of the following:

- i) **Members of the Board;**
- ii) **Members of the Executive;**
- iii) **Paying Customers** (1 vote per registration and limited to 1 vote per family)
- iv) **Volunteers**
- v) **Employees of the Organization**

5.2.2. All Eligible voting members will have the ability to vote on all items brought forth by the organization.

5.3. **Membership Year** for all Members of the CORPORATION shall commence upon valid registration for the upcoming hockey season and terminate at the conclusion of the AGM.

5.4. **Membership Dues.** Membership dues shall be determined by the Board of Directors.

5.5. **Termination of Membership.** Membership in the CORPORATION shall not be transferable and shall cease where a Member:

- 5.5.1. Resigns;
- 5.5.2. Dies;
- 5.5.3. Fails to pay required membership dues; or
- 5.5.4. Contravenes the conditions of membership

Members may resign from the CORPORATION by submitting a written resignation to the MOHA office.

5.6. **Membership Rights and Responsibilities.** Members of the CORPORATION have the following rights and responsibilities:

5.6.1. To vote at the AGM on any issue of general concern to the CORPORATION, if the Member is eighteen (18) years of age and over. Items may include but may expand as necessary and brought forward by the organization:

- i) **Elections of Board and Executive Members;**
- ii) **Approval of Annual Financial Statements;**
- iii) **Approval of the appointed auditors;**

5.6.2. To pay any membership dues levied by the CORPORATION; and



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5.6.3. To abide by the Letters Patent, this By-Law, the Players Bill of Rights, the Code of Conduct, other by-laws of the CORPORATION and the rules and regulations pertaining to the playing of hockey throughout the CORPORATION from time to time established by the Board of Directors.

5.7. **Conditions of Membership.** As a condition of membership, each Member is required to follow and be bound by all of the policies of the CORPORATION and its governing bodies including but not limited to the Code of Conduct, Conflict of Interest Policy, and the Players Bill of Rights in order to sustain membership in the CORPORATION. The Code of Conduct, Conflict of Interest Policy, and the Players

Bill of Rights shall be posted on the CORPORATION's website and may be amended by the Board of Directors.

BOARD OF DIRECTORS

CURRENT WORDING

5. DIRECTORS

5.1. **Number and Quorum.** The minimum number of Directors shall be 7 (seven) and the maximum number of Directors shall be 20 (twenty) the maximum number of Directors is 20 (twenty) until changed by a two-thirds (2/3's) vote of the Members that are present at a duly constituted meeting of the Members. Two-fifths (2/5's) of the number of Directors so determined shall constitute a quorum for the transaction of business at any meeting of Directors, unless the Board or Members specify a greater number of Directors as quorum.

5.2. **Rotating Directors.** The Directors shall be elected and shall retire on a rotation basis.

5.3. **Qualification.**

5.3.1. Must be eighteen (18) years of age or older;

5.3.2. Must not have been found to be of unsound mind by a Court in Canada or elsewhere;

5.3.3. Must not currently have the status of bankrupt (personal);

5.3.4. Must be a Member of the Corporation.

*5.3.5. Must not concurrently hold any other MOHA volunteer administrative role or be on an active team roster (exception if on an open card)

** Current Officers and Directors will be exempt from this By-law until they have completed their respective terms in the 2016-17 and 2017-18 season*

5.4. **Officers.** The President, the Vice President(s) (House League), the Vice President of Initiation Program, the Vice President(s) (Town Rep), the Vice President of Sponsorship and Marketing, the Vice President, Finance, and the Operations Manager shall make up the Executive Committee and Executive Administrative structure of the Corporation. An Officer may not concurrently hold two or more Officer Positions.

5.4.1 **Qualification.**

5.4.2. Must be eighteen (18) years of age or older;

5.4.3. Must not have been found to be of unsound mind by a Court in Canada or elsewhere;

5.4.4. Must not currently have the status of bankrupt (personal);

5.4.5. Must be a Member of the Corporation.



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***5.4.6** Must not concurrently hold any other MOHA volunteer executive role or be on an active team roster. (Exception if on an open card)

*** Current Officers and Directors will be exempt from this By-law until they have completed their respective terms in the 2016-17 and 2017-18 season**

- 5.5. Election and Term of Office.** Subject to Sections 5.3 and 5.4, the Directors shall be elected at each annual meeting of the Members of the Corporation by plurality vote. Each Director shall hold office until the close of the third annual meeting following his or her election. **Directors may apply for re-election at the end of their term.**
- 5.6. Vacation of Office.** A Director ceases to hold office if he or she dies, is removed from office by the Members, ceases to be qualified for election as a Director or resigns by a written resignation received by the Secretary of the Corporation. A written resignation of a Director becomes effective at the time it is received by the Secretary of the Corporation, or at the time specified in the resignation, whichever is later. Any Director who is absent at any three (3) meetings of the Board of Directors may be removed by the Board of Directors.
- 5.7. Removal of Directors.** The Members may by two-thirds (2/3's) vote at an annual or special meeting of the Members remove any Director from office. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed. It is expected that every Director shall participate in the administration of the Corporation by undertaking unpaid administrative roles in the Corporation. Any Director who does not, in good faith and with a view to actually helping out in a productive manner, volunteer to take an unpaid administrative role (other than a coaching position) may be removed by a two-thirds (2/3's) vote of the Board of Directors.
- 5.8. Vacancies.** Subject to the Act, a majority of Directors present at a meeting of Directors may fill a vacancy among the Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- 5.9. Action by Directors.** The Board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors. Where there is a vacancy in the case of the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.
- 5.10. Place of Meetings.** Meetings of the Directors may be held at any place in Ontario.
- 5.11. Calling of Meetings.** Meetings of the Directors shall be held at such time and place as the President or any five (5) Directors may determine.
- 5.12. Notice of Meeting.** Notice of the time and place of each meeting of Directors shall be given to each Director by telephone or e-mail not less than 48 hours before the time of the meeting or the meeting or by written notice not less than four days before the day of the meeting and need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the Directors have waived or deemed to have waived notice.
- 5.13. First Meeting of New Board.** No notice shall be necessary for the first meeting of newly-elected Directors held immediately following their election at a meeting of Members.
- 5.14. Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.



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- 5.15. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.
- 5.16. **Chairperson.** The President, or in his or her absence a Director chosen by the Directors at the meeting, shall be the Chairperson of any meeting of Directors.
- 5.17. **Voting at Meetings.** Questions arising or decision to be taken at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of vote, the Chairman of the meeting, in addition to his or her original vote, shall have a second or casting of vote.
- 5.18. **Voting Outside of Meetings.** In the event that a decision is time sensitive and required before the next regularly scheduled meeting of the Board of Directors, a vote may be carried out by telephone, email, or other appropriate electronic means and decided by a majority of votes. Two-fifths (2/5's) of the number of Directors so determined shall constitute a quorum for the transaction of business unless the Board or Members specify a greater number of Directors as quorum. In the case on an equality of vote, the President, in addition to his or her original vote, shall have a second or casting vote. The motion voted upon, and the results of the vote, shall be entered into the Minutes of the next meeting of the Board of Directors.

NEW WORDING

6. BOARD OF DIRECTORS

- 6.1. **Composition of the Board:** The number of Directors shall be between seven (7) and thirteen (13) with one (1) position held by the President. The number of directors can be changed by a two-thirds (2/3's) vote of the Voting Members that are present at a duly constituted meeting of the Members.
- 6.2. **The President,** who must be a qualified Member, shall be elected by general election at the AGM. In the event of an unforeseen vacancy, the board may elect an interim President to serve until the next AGM:

The Responsibilities of the President include:

- 6.2.1. The general supervision of the affairs of the CORPORATION;
- 6.2.2. The adherence to rules and regulations of other governing organizations, including the OMHA, Hockey Canada and the OHF are adhered to;
- 6.2.3. Be one (1) of the signing Officers of the CORPORATION;
- 6.2.4. Chair all Board of Directors', Annual and Special Members' meetings of the CORPORATION;
- 6.2.5. Chair the Executive Committee; and
- 6.2.6. Perform any other duties that are assigned to the President by the Board.
- 6.3. **Qualification of Board Members:**
- 6.3.1. Must be eighteen (18) years of age or older;
- 6.3.2. Must not have been found to be of unsound mind by a Court in Canada or elsewhere;
- 6.3.3. Must not currently have the status of bankrupt (personal);
- 6.3.4. Must be a Member of the CORPORATION in good standing;
- 6.3.5. Can provide a police check confirmation acceptable to the Board of Directors;
- 6.3.6. Must not concurrently hold any Executive position, Executive Committee position or Board Committee position or be a rostered bench staff for the current season.
- 6.4. **Term of Office:** Directors shall be elected to a term of at least one (1) year and no longer than three (3) years with the exception of:

- 6.4.1. The position of President is always elected for a term of three (3) years.
- 6.4.2. The term for any vacancies is as described in section 7.5.



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- 6.5. **Election of Office.** The open Director(s) positions shall be elected at the AGM of the Members of the CORPORATION by plurality vote.
- 6.6. **Action by the Board.** The Board shall monitor and be advised of the ongoing management of the business affairs of the CORPORATION. The Board will among other items also:
- i) Approve major policy decisions of the CORPORATION;
 - ii) Participate in strategic planning of the organization;
 - iii) Evaluate Executive Committee Performance;
 - iv) Recommend/Appoint/Remove Board and/or Executive Members;
 - v) Review financial performance and approve annual audited financial statements;
 - vi) Assign duties and responsibilities as they see fit;

The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing and signed by all the Directors entitled to vote on that resolution at a meeting of the Directors.

EXECUTIVE / OFFICERS

CURRENT WORDING

7. EXECUTIVES

- 7.1. **Election and Term of Office.** Aside from the Secretary and the **Operations Manager** the Board of Directors, pursuant to applicable corporate law, may allow for the election of Officers at the meeting of the Members of the Corporation. Where the Officers are not elected, the Board of Directors shall appoint the Officers of the Corporation by majority vote.

7.1.1. **Term of Office.** Each Officer shall hold office until the earlier of (i) the close of the second annual meeting following his or her election or appointment or (ii) until they resign, are removed from office or no longer qualify to serve as an Officer.

7.1.2. **Officers.** The Officers of the Corporation shall be:

7.1.2.1. **The President**

7.1.2.2. **The Vice President(s),** the number as set by the Board of Directors, of House League

7.1.2.3. **The Vice President(s),** the number as set by the Board of Directors, of Town Rep

7.1.2.4. **The Vice President, Finance**

7.1.2.5. **Operations Manager**

7.1.2.6. **The Vice President, Sponsorship and Marketing**

7.1.2.7. **The Vice President, Initiation Program**

7.1.2.8. **The Chair of Dispute Resolution**

7.1.3. **Additional Appointments.** The Board of Directors by majority vote shall appoint Members of the Corporation to hold the following positions. The qualification for such appointments are the same as those for Officers of the Corporation. Each appointee shall hold the position until the earlier of (i) the close of the third annual meeting following his or her appointment or (ii) until they are removed from the office by the Board of Directors by majority vote.

7.1.3.1. The Referee-in-Chief

7.1.3.2. The Secretary

7.1.3.3. The Town Rep/ **House League** Ice Scheduler

7.1.3.4. **The Chair of Dispute Resolution**



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- 7.2. The President.** The President, who must be a qualified Member, shall:
- 7.2.1.** Be responsible for the general supervision of the affairs of the Corporation;
 - 7.2.2.** Shall sit on the Executive Committee; and
 - 7.2.3.** Perform any other duties that are assigned to the President by the Board.
- 7.3. Vice Presidents (Generally).** Each Vice President(s), who must be qualified Members, shall sit on those Committees designated in Section 6 and shall perform the duties that are assigned to each Vice President(s) by the President or the Board.
- 7.4. Vice President(s) (House League).** In addition to the duties prescribed in Section 7.3, the Vice President(s) (House League) shall be responsible generally for the supervision, administration and development of the House League hockey program of the Corporation. The Vice President(s) (House League) shall have both the right and the obligation to appoint head or Senior Convenors to assist him or her with these duties-
- 7.5. Vice President(s) (Town Rep).** In addition to the duties prescribed in section 7.3, the Vice President(s) (Town Rep) shall be responsible generally for the supervision, administration and development of the Town Rep hockey program of the Corporation.
- 7.6. Secretary.** The Secretary shall be appointed by the Board and shall:
- 7.6.1.** Give, or cause to be given all notices required to be given to Members, Directors, Auditors and Members of Committees;
 - 7.6.2.** Attend and be Secretary of all meetings of Members and Directors and record the minutes of all proceedings at these meetings;
 - 7.6.3.** Be the custodian of the corporate seal of the Corporation and of all records, books, documents and other instruments belonging to the Corporation; and
 - 7.6.4.** Perform any other duties that are assigned to the Secretary by the President or the Board.
- The Secretary shall not vote in such capacity at any meetings, including at meetings of the Executive Committee, unless otherwise qualified to vote at any meeting of the Board or its Committees by virtue of being a Director (at a meeting of the Board) or a Member of such Committee. In the event that the Secretary is not present at such meeting, the Chair of such meeting shall designate a substitute.
- 7.7. Vice President, Finance: Vice President, Finance** shall:
- 7.7.1.** Collect accounts and properly record all financial transactions of the Corporation;
 - 7.7.2.** Pay all accounts of the Corporation, by cheque and upon approval of the Executive Committee;
 - 7.7.3.** Submit monthly financial statements to the Directors and, when required by the Board, an account of all transactions as Treasurer and/or of the financial position of the Corporation; and
 - 7.7.4.** Perform any other duties that are assigned to the Treasurer by the President or the Board.
- 7.8. Immediate Past-President.** The Immediate Past-President shall be the person who held the office of President immediately prior to the current President and shall advise the Officers and Directors to ensure continuity from year to year, for a term not to exceed one (1) year.
- 7.9. Referee-in-Chief.** The Referee-in-Chief shall:
- 7.9.1.** Be responsible for recruiting, training, supervising, disciplining and removing the House League and Town Rep referees;
 - 7.9.2.** Be responsible for the assignment of referees to hockey games; and
 - 7.9.3.** Perform any other duties that are assigned to the Referee-in-Chief by the President or the Board.

- 7.10. Succession.** The order of succession where an Officer for any reason is unable to attend to his or her duties will be President, Vice President(s) (House League), Vice President(s) (Town Rep), Vice President,



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Finance, Secretary. A majority of Directors present at a meeting of Directors must fill a vacancy among the Officers within 30 days. An Officer filling a vacancy holds office until the next annual meeting of the Members of the Corporation.

- 7.11. **Removal of Officers.** The Board may by two-thirds (2/3's) vote at a meeting of the Directors to remove any Officer from office. A vacancy created by the removal of an Officer may be filled in order of succession pursuant to Section 7.10 or by a Director selected by majority vote of the Board. An Officer selected by majority vote of the Board holds office until the next annual meeting of the Members of the Corporation.

NEW WORDING

7. EXECUTIVE

- 7.1. **Composition of the Executive:** The Executives of the CORPORATION, with the exception of the Operations Manager, must be recommended to the Membership by the Board with two-thirds (2/3) vote. All Executive positions, with the exception of the Operations Manager, shall commence at the end of the AGM. All Executive positions, with the exception of the Operations Manager and the President, will run for a term of two (2) years. The Executive will consist of the following positions:

- 7.1.1. **The President (Chair Person of the Executive);**
- 7.1.2. **Vice President(s) House League [3];**
- 7.1.3. **Vice President of Initiation Program;**
- 7.1.4. **Vice President(s) Town Rep [2];**
- 7.1.5. **Vice President(s) of Sponsorship and Marketing [2];**
- 7.1.6. **Vice President of Finance;**
- 7.1.7. **Vice President of Dispute Resolution; and**
- 7.1.8. **Operations Manager**

7.2. **Qualifications.**

- 7.2.1. Must be eighteen (18) years of age or older;
- 7.2.2. Must not have been found to be of unsound mind by a Court in Canada or elsewhere;
- 7.2.3. Must not currently have the status of bankrupt (personal);
- 7.2.4. Must be a Member of the CORPORATION in good standing;
- 7.2.5. Can provide a police check confirmation acceptable to the Board of Directors;
- 7.2.6. Must not concurrently hold more than one (1) Executive position, with the exception of section 7.5, or serve on any executive committee other than in their capacity as an executive member.

- 7.3. **Vice President(s)** shall sit as Chair of their respective committee as designated by section 9. They will perform the duties as assigned to each Vice President by the President and/or the Board. The Vice Presidents of the Executive on behalf of the CORPORATION are as follows:

- 7.3.1. **Vice President(s) House League (Vice President – IP and three (3) Vice Presidents – HL).** In addition to the duties prescribed in Section 7.3, the Vice President(s) House League shall be responsible for the:

- i. general supervision of the House League hockey program;
- ii. administration and development of the House League hockey program; and
- iii. have the authority to appoint convenors for the House League hockey program with approval by the Board.

- 7.3.2. **Vice President Initiation Program.** In addition to the duties prescribed in Section 7.3, the Vice President(s) House League shall be responsible for the:

- i. general supervision of the Initiation hockey program;
- ii. administration and development of the Initiation hockey program; and



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- iii. have the authority to appoint conveners for the Initiation hockey program with approval by the Board.

7.3.3. Vice President (s) Town Rep (Vice President AAA and Player Development and Vice President AA to AE). In addition to the duties prescribed in section 7.3., the Vice President(s) Town Rep shall be responsible for the:

- i. general supervision of the Town Rep hockey program;
- ii. administration and development of the Town Rep hockey program; and
- iii. have the authority to appoint conveners/mentors for the Town Rep hockey program with approval by the Board.

7.3.4. Vice President (s) Sponsorship and Marketing. In addition to the duties prescribed in section 7.3, the Vice President(s) of Sponsorship and Marketing shall be responsible for the:

- i. coordination of all sponsorship and marketing campaigns for of the CORPORATION; and
- ii. co-ordinate with the Operations Manager on new initiatives for sponsorship.

7.3.5. Vice President of Finance, In addition to the duties prescribed in section 7.3, the Vice President of Finance shall be responsible to:

- 7.3.5.1.** Oversee the general financial affairs of the CORPORATION which include but are not limited to the collection of accounts, payment of expenses, banking, investment, safekeeping of assets, the proper accounting of all financial transactions of the CORPORATION and any other financial activities as described in section 14;
- 7.3.5.2** Be one (1) of the signing authorities of the CORPORATION and pay all accounts of the CORPORATION upon approval of the Executive Committee;
- 7.3.5.3** Appoint no more than four (4) other signing authorities, two (2) of which must include the President and Operations Manager with the remaining being selected from the Board and/or Executive.
- 7.3.5.4.** Submit quarterly financial information to the Board of the financial position of the CORPORATION;
- 7.3.5.5.** Prepare and submit for approval to the Board the annual audited financial statements of the CORPORATION; and
- 7.3.5.6** Prepare for approval to the Board the annual budget of the CORPORATION.

7.3.6. Vice President of Dispute Resolution. In addition to the duties prescribed in section 7.3., the Vice President of Dispute Resolution shall be responsible for any reported incident(s) that occurs during the of hockey operations and shall be:

- 7.3.6.1.** Available and respondent to all parties in a timely manner when issues arise;
- 7.3.6.2** Attend any sanctioned game or event of MOHA; and
- 7.3.6.2.** To enforce all the policies, codes of conduct and regulations of the MOHA, OMHA, OHF and Hockey Canada.

7.4. The **Operations Manager** will oversee and manage the day to day operations of the organization including but not limited to:

- 7.4.1.** Office operation and Staffing;
- 7.4.2.** Ontario Minor Hockey Association/Ontario Hockey Federation/ Hockey Canada Relations;
- 7.4.3.** League operations for both House League and Rep Programs;
- 7.4.4.** Player releases and movement in accordance to the Lake Ontario Region/Ontario Minor Hockey Association/Ontario Hockey Federation rules and regulations;
- 7.4.5.** Be one (1) of the signing authorities of the CORPORATION.

7.5. Vacancies: Existing Executive members will fulfill vacant Executive positions until the positions are formally filled in the following order of succession: President, Vice President(s) (House League), Vice



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President Initiation Program, Vice President(s) (Town Rep), Vice President Sponsorship and Marketing, Vice President of Finance, Vice President Discipline. The Board will use their best efforts to fill a vacancy among Executives within thirty (30) days. An Executive filling a vacancy cannot hold the vacant position beyond the AGM.

- 7.6. **Removal:** The Board may by two-thirds (2/3's) vote at a meeting of the Directors remove any Executive from office.

ADDITIONAL APPOINTMENTS

NEW ADDITION

8. ADDITIONAL APPOINTMENTS

- 8.1. **Additional Appointments.** The Board of Directors may by two-thirds (2/3's) vote appoint Members of the CORPORATION to hold the following positions. The qualification for such appointments are the same as those for Executives of the CORPORATION. Each appointee shall hold the position until the earlier of (i) the close of the second (2nd) annual meeting following his or her appointment or (ii) until they are removed from the office by the Board of Directors by majority vote.

- 8.1.1. **Referee-in-Chief.** The Referee-in-Chief shall:

- 8.1.1.1. Be responsible for recruiting, training, supervising, disciplining and removing the House League and Town Rep referees;
- 8.1.1.2. Be responsible for the assignment of referees to hockey games; and
- 8.1.1.3. Perform any other duties that are assigned by the President or the Board.

- 8.1.2. **Secretary.** The Secretary shall be appointed by the Board and shall:

- 8.1.2.1. Give, or cause to be given all notices required to be given to Members, Directors, Auditors and Members of Board Committees;
- 8.1.2.2. Attend and be Secretary of all meetings of Members and Directors and record the minutes of all proceedings at these meetings;
- 8.1.2.3. Be the custodian of the corporate seal of the CORPORATION and of all records, books, documents and other instruments belonging to the CORPORATION; and
- 8.1.2.4. Perform any other duties that are assigned by the President or the Board.
- 8.1.2.5. In the event that the Secretary is not present at such meeting, the Chair of such meeting shall designate a substitute.

- 8.1.3. **Town Rep/House League Ice Scheduler(s): The Town Rep/House League Ice Scheduler(s) shall:**

- 8.1.3.1. Be responsible for ice scheduling for all MOHA programs throughout the year;
- 8.1.3.2. Be responsible for all communication with the Town of Oakville Permit department;
- 8.1.3.3. Meet with the Vice President of Finance to ensure the proper reconciliation of ice to expenditures; and
- 8.1.3.4. Perform any other duties that are assigned by the President or the Board.

- 8.1.4. **Chair of External Dispute Resolution Committee (EDRC).** The Chair of the EDRC shall:

- 8.1.4.1. Be responsible for;
- 8.1.4.2. Be responsible for; and

- 8.1.4.3. Perform any other duties that are assigned by the President and/or The Board.

- 8.1.5. **Chair of Governance & Strategic Planning Committee (GSPC).** The Chair of the GSPC shall:



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- 8.1.5.1 Review governance procedures of the CORPORATION on an ongoing basis to ensure continuous improvement and adoption of best practices;
- 8.1.5.2 Offer advice and be available for consultation to the Board and the Executive for governance policies, procedures, and practices of the CORPORATION;
- 8.1.5.3 Bring to the attention of the Board any actions it has been made aware of that contravene the policies, procedures, By-laws or best practices in operation of the CORPORATION;
- 8.1.5.3. Be responsible for updating the By-laws as approved by the CORPORATION; and
- 8.1.5.4 Perform any other duties that are assigned by the President or the Board.

8.1.6: Chair of Nominations and Election Committee. The Chair of the Nominations and Elections Committee shall be:

- 8.1.6.1. Responsible to carry out elections for positions of the CORPORATION as described in section 12.8;
- 8.1.6.2. Responsible for the preparation of postings for available positions of the CORPORATION;
- 8.1.6.3. Responsible for organizing polls, advance poll (section 12.13) and ballots; and
- 8.1.6.4. Responsible for counting of all ballots and to report the results of all elections to the Board.

OPERATIONAL COMMITTEES

CURRENT WORDING

6. COMMITTEES

6.1. Standing Committees. The various Vice Presidents shall determine the composition of the committees. All Committee selections/appointments shall be approved by the Executive Committee at the start of each season and when changes to committees occur.

- 6.1.1. Coaches Selection (House League) Committee
- 6.1.2. Coaches Selection (Town Rep) Committee
- 6.1.3. House League Committee
- 6.1.4. Town Rep Committee
- 6.1.5. Sponsorship Committee
- 6.1.6. Finance Committee
- 6.1.7. Ice Scheduling Committee

6.2. Other Committees of Directors. The Board may establish any ad hoc committee of the Corporation in addition to the Standing Committees. An ad hoc committee will have the powers and duties as determined by the Board. Committees who report to the Board directly:

- 6.2.1. **Nomination and Election Committee**
- 6.2.2. **Governance Committee**
- 6.2.3. **The Secretary**
- 6.2.4. **Dispute Resolution Committee**

6.3. Committee Membership. The Vice Presidents shall determine the composition of all Committees utilizing both members and non-members as they deem appropriate, subject to any requirements specific to a Committee as set out in this By-Law or imposed from time to time by the Board. All Committee selections/appointments shall be approved by the Executive Committee at the start of each season and when changes to committees occur.

6.4. Transaction of Business. The powers of a committee appointed by Vice Presidents may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all participants of the committee



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entitled to vote on that resolution at a meeting of the committee. Minutes (where recorded, failing which, a written summary of matters considered and decisions taken) of all committee meetings shall be delivered to the Operations Manager within one week of each committee meeting, at which time they shall be stored at the Head Office of the Corporation. Upon request, these materials shall be made available for review by the Directors at the Head Office

- 6.5. Executive Committee.** The Executive Committee shall have and may exercise any powers of the Board in the management and conduct of the affairs of the Corporation, subject to any directions or restrictions, if any, contained in this By-Law or imposed from time to time by the Board. The Executive Committee shall be chaired by the President and shall consist of the following persons, who must all be **MOHA Members**:

- 6.5.1. The President
- 6.5.2. The Vice President(s) (House League)
- 6.5.3. The Vice President, Initiation Program
- 6.5.4. The Vice President(s) (Town Rep)
- 6.5.5. The Vice President, Finance
- 6.5.6. The Vice President, Sponsorship and Marketing
- 6.5.7. Operations Manager
- 6.5.8. Reference in the By-Law to the "Executive" shall mean and refer to Members of the

- 6.6. Nomination and Election Committee.** The Nomination and Election Committee will be responsible for soliciting and reviewing applications for President/ Vice President roles. This Committee will be comprised of four (4) members appointed by the Board.

- 6.7. Dispute Resolution Committee:** The Dispute Resolution Committee will consist of members appointed by the MOHA Dispute Resolution Chair who have been deemed capable of managing the dispute resolution and disciplinary processes in a fair and impartial manner.

- 6.8. Coaches Selection (House League and Town Rep) Committees.** There shall be a separate Coaches Selection Committee for each of the Town Rep and House League. Each Coach Selection Committee shall be responsible for the establishment of the qualifications required and selection of coaches within the league under the jurisdiction of each Committee.

- 6.9. House League Committee.** The House League Committee shall manage the House League Hockey program and shall include:

- 6.9.1. The Vice President(s) (House League),
- 6.9.2. Representatives of players in each of the separate levels (e.g. Red White, Blue, and IP but not by age group) of House League play from time to time established by the House League Committee.

The representation at each of the playing levels noted above may be satisfied by convenors convening at such level.

- 6.10. Town Rep Committee.** The Town Rep Committee shall manage the Town Rep Hockey program and shall include:

- 6.10.1. The Vice President(s) (Town Rep),
- 6.10.2. At least one Town Rep Director,
- 6.10.3. One representative of Members playing at the "AAA" level;
- 6.10.4. One representative of Members playing at the "AA" level;
- 6.10.5. One representative of Members playing at the "A" level;
- 6.10.6. One representative of Members playing at the "AE" level, and
- 6.10.7. The Town Rep Ice Scheduler.

The representation at each of the playing levels noted above may be satisfied by mentors mentoring at such levels. However, Mentors may not represent more than one level simultaneously.



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- 6.11. **Procedure.** Unless otherwise determined by the Board or this By-Law, each Committee shall have the power to fix its quorum and to regulate its own procedures, subject at all times to Board ratification and approval of decisions proposed by such Committee.

NEW WORDING

9. OPERATIONAL COMMITTEES

- 9.1. All Operational Committee selections/appointments, excluding section 9.1.1, shall be approved by the Executive Committee by a two-thirds (2/3) majority vote at the start of each season, or when vacancies or additions to the Operational Committees occur.

- 9.1.1. **Executive Committee.** The Executive Committee, as listed in section 7.1. shall:

- 9.1.1.1. Preside over the operations of the business on days convened for meetings; and
- 9.1.1.2. Approve composition of Operational Committees.

- 9.1.2. **Coaches Selection (House League) Committee.** The Coaches Selection (House League) Committee shall:

- 9.1.2.1. Consist of at least one (1) of the VPs of House League and other members that are approved by the Board;
- 9.1.2.2. Be responsible for the establishment of the qualifications requirements for coaches in the House League hockey program;
- 9.1.2.3. Prospect, qualify and select all coaching applicants within the time frame set by the Board;
- 9.1.2.4. Create and complete an interview grading template for all coaching applicants to ensure a fair and equitable selection process; and
- 9.1.2.5. Be responsible to ensure transparency in the selection process compliant with MOHA principles and Codes of Conduct.

- 9.1.3. **Coaches Selection (Town Rep) Committee.** The Coaches Selection (Town Rep) Committee shall:

- 9.1.3.1. Consist of at least one (1) of the VPs of Town Rep and other members that are approved by the Board;
- 9.1.3.2. Be responsible for the establishment of the qualifications requirements for coaches in Town Rep;
- 9.1.3.3. Schedule and interview all coaching applicants within the time frame set by the Board;
- 9.1.3.4. Create and complete an interview grading template for all coaching applicants to ensure a fair and equitable selection process; and
- 9.1.3.5. Be responsible to ensure transparency in the selection process compliant with MOHA principles and Codes of Conduct.

- 9.1.4. **House League Committee.** The House League Committee shall manage the House League hockey program and shall:

- 9.1.4.1. Include the Vice President(s) House League and Vice President Initiation Program, one (1) of which will be the designated chairman of the committee;
- 9.1.4.2. Include at least one (1) representative of Members playing in each of the separate levels (e.g. Red White, Blue, and IP but not by age group) of the House League hockey program approved by the Executive Committee. The representation at each of the playing levels noted above may be satisfied by conveners at such levels; and
- 9.1.4.3. Be responsible for assisting the VP(s) of House league in carrying out all duties as described in section 7.

- 9.1.5. **Town Rep Committee.** The Town Rep Committee shall manage the Town Rep Hockey program and shall:

- 9.1.5.1. Include the Vice President(s) Town Rep, one (1) of which will be the designated chairman of the committee;



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- 9.1.5.2. Include one (1) representative* of Members playing in each of the Town Rep “AAA”, “AA”, “A” and “AE” level hockey program and approved by the Executive Committee; and
- 9.1.5.6. Include the Town Rep/House League Ice Scheduler; and
- 9.1.5.7. Be responsible for assisting the VP(s) of Town Rep in carrying out their duties as described in section 7

*The representation at each of the playing levels noted above may be satisfied by coaching mentors at such levels. However, mentors may not represent more than one level simultaneously.

9.1.6. Sponsorship Committee. The Sponsorship Committee shall:

- 9.1.6.1. Include the Vice President(s) Sponsorship and Marketing, one (1) of which will be the designated chairman of the committee and include other Members approved by the Executive Committee; and
- 9.1.6.2. Be responsible for assisting the VP(s) of Sponsorship and Marketing in carrying out their duties as described in section 7

9.1.7. Finance Committee. The Finance Committee shall:

- 9.1.7.1. Include the Vice President of Finance which will be chairman of the committee and include other Members approved by the Executive Committee; and
- 9.1.7.2. Be responsible for assisting the VP of Finance in carrying out their duties as described in section 7.

9.1.8. Governance & Strategic Planning Committee. The Governance and Strategic Planning Committee shall:

- 9.1.8.1. Be chaired by the Chair of the Governance Committee as described in section 7. and include other members as approved by the Board; and
- 9.1.8.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 7.

9.1.9 Nomination and Elections Committee. The Nominations and Elections Committee shall:

- 9.1.9.1. Be chaired by the Chair of the Nominations and Elections Committee as described in section 7. and include other members as approved by the Board; and
- 9.1.9.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 7.

9.1.10 Dispute Resolution Committee. The Dispute Resolution Committee shall:

- 9.1.10.1. Be chaired by the Chair of the Dispute Resolution Committee as described in section 7 and include other members as approved by the Board; and
- 9.1.10.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 7.

9.1.11 Committee Membership. The Chairman of the respective Operational Committees, with the exception of the Executive Committee, shall determine the composition of the respective Operational Committees utilizing both members and non-members as they deem appropriate unless Board approval is also required as described in section 9. All appointments are subject to any requirements specific to the Operational Committee requirements as set out in this By-Law, imposed from time to time by the Board or, Executive Committee. Operational Committee selections/appointments shall be determined at the start of each season or when needs occur.

9.1.12. Transaction of Business. The powers of a committee appointed by Executives may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all



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participants of the committee entitled to vote on that resolution at a meeting of the committee. Minutes (where recorded, failing which, a written summary of matters considered and decisions taken) of all committee meetings shall be delivered to the MOHA Office to the attention of the Operations Manager within ten (10) days of each committee meeting, at which time they shall be stored at the Head Office of the CORPORATION.

9.1.13. Procedure. Unless otherwise determined by the Board or this By-Law, each Committee shall have the power to fix its quorum and to regulate its own procedures, subject at all times to Board ratification and approval of decisions proposed by such Committee.

MEETING PROTOCOLS

NEW ADDITION

10. MEETING PROTOCOLS:

- 10.1. **Place of Meetings.** Any meeting that takes place dealing with business of the CORPORATION will take place in Ontario.
- 10.2. **Calling of Meetings.** Any meeting that is called dealing with business of the CORPORATION will be an official meeting as long as quorum is met.
- 10.3. **Regular Meetings.** The Board/Executive/Committee(s) may schedule a set day or days in any month(s) for regular meetings and shall designate the place and time at which such meetings are to be held.
- 10.4. **Notice of Meeting.** Notice of the time and place of all meetings shall be communicated to all attendees by telephone or e-mail not less than 7 day before the time of the meeting. The meeting invite needs to specify the purpose of or the business to be transacted at the meeting.
- 10.5. **First Meeting of New Board.** No notice shall be necessary for the first meeting of newly-elected Directors held immediately following their election at a meeting of Members.
- 10.6. **Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 10.7. **Quorum:** Two-Thirds (2/3) of the number of total Directors comprising the Board at any time shall constitute a quorum for the transaction of business at any meeting of the board.
- 10.8. **Chairperson.** The President, or in his or her absence a Director chosen by the Directors at the meeting, shall be the Chairperson of any meeting of Directors.
- 10.9. **Voting at Meetings.** Questions arising or decision to be taken at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of vote, the Chairman of the meeting, in addition to his or her original vote, shall have a second or casting of vote.
- 10.10. **Meeting Minutes.** Minutes (where recorded, failing which, a written summary of matters considered and decisions taken) of all committee meetings shall be delivered and stored at the MOHA Office no longer than ten (10) days after each committee meeting and circulated to the Board.

- 10.11. **Voting Outside of Meetings.** In the event that a decision is time sensitive and required before the next regularly scheduled meeting of the Board of Directors, a vote may be carried out by telephone, email, or



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other appropriate electronic means and decided by a majority of votes. Two- thirds (2/3's) of the number of Directors so determined shall constitute a quorum for the transaction of business unless the Board or Members specify a greater number of Directors as quorum. In the case on an equality of vote, the President, in addition to his or her original vote, shall have a second or casting vote. The motion voted upon, and the results of the vote, shall be entered into the Minutes of the next meeting of the Board of Directors.

