

Bylaws
of the
Humboldt Bronco Junior “A” Hockey Association
2022

Bylaws of the Humboldt Bronco Junior "A" Hockey Association A not-for-profit Association

A bylaw relating generally to the transaction of the business and affairs of THE HUMBOLDT BRONCO JUNIOR "A" HOCKEY ASSOCIATION (the "Association") BE IT ENACTED as a bylaw of the Association as follows:

1. HEAD OFFICE

The head office of the Association shall be in the City of Humboldt in the Province of Saskatchewan.

2. SEAL

The corporate seal of the Association shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Corporate Secretary of the Association for its use and safe keeping.

3. ACTIVITIES AND OBJECTIVES

1. The activities and affairs of the Association shall be the organization and operation of a Tier Two Junior A hockey team in the City of Humboldt, in the Province of Saskatchewan, operated under the name Humboldt Broncos.
2. To support, manage and operate such hockey team as the Directors may from time to time deem advisable.
3. To organize and operate such fund raising and / or other projects as may be deemed to be advisable in the best interests and in the operation of the Association.

4. MEMBERSHIP

Membership in the Association shall be open to the public subject to the following criteria:

1. Regular Membership-Individuals or corporations listed by the Association as holders of fully paid and current season ticket holders of the Association.
2. Associate Membership-Individuals of the general public who have been elected as directors of the Association.
3. Honorary Members- individuals of the general public that have been chosen by the Board of Directors to possess membership rights and benefits while being exempt from the requirement to possess a fully paid and current season ticket of the Association.
4. Any member of the Association may resign as a member of the Association by letter addressed to the Corporate Secretary of the Association at the head office of the Association. The Board may, by resolution passed by a majority vote request any member to resign.

5. MEETINGS OF THE ASSOCIATION

The Annual General Meeting (AGM) of the members shall be held in Humboldt at such time and location on such day in each year and at such time as the board may by resolution determine. At annual meetings there shall be presented a report of the Directors of the affairs of the Association for the previous year, a financial statement of the Association and such other information or reports relating to the Associations affairs as the Directors may determine.

1. Annual General Meeting

The AGM of the Association shall be held during the month of June each year unless circumstances force postponement. In such a case, the board of directors shall set the date and time for the AGM as expeditiously as possible.

2. Quorum

Six (6) members of the Association personally present shall constitute a quorum at any meeting of the Association.

3. Special Meetings

Other meetings of the members (to be known as "special meetings") may be convened by order of the Chairman of the Board, the President or by the Board to be held at any date and time and at any place within Canada. In addition, the Chairman of the Board or, failing him, the President shall call a general meeting of the members upon receipt of a written requisition to do so not less than 10% of the members entitled to vote at such meeting.

4. Proxy Voting

There shall be no voting by proxy at any meeting of the association.

5. Majority Voting

Every motion shall be decided by a majority of the votes cast and the president shall also have voting rights on all matters before the members at the AGM.

6. Notice

Written notice of the time and place of each meeting shall be given not less than fourteen (14) nor more than thirty (30) days before the date of the meeting to each director, to the auditor and to the Members. Such notice shall be delivered, mailed, emailed or faxed to each director, the auditor and the Members at the address of the Members as it appears on the books and records. Notice of a meeting called for

any purpose other than consideration of the financial statements and auditor's report, election of directors and re-appointment of the auditor shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereof and shall state the text of any special resolution to be submitted to the meeting. The Members and any other person entitled to attend a meeting of the Members may in any manner waive notice of or otherwise consent to a meeting of the Members.

7. Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

8. Contents of Notice

The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgement on the decision to be taken.

9. Voting

a) Every question submitted to any meeting of members shall be decided by majority of votes given on a show of hands unless otherwise specifically provided by statute or by these By-laws. In case of an equality of votes, the Chairman of the meeting shall have, both on a show of hands and on a poll, have a second or casting vote. each member shall be entitled to one vote if present at meeting in person.

b) At any meeting a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

10. Adjournments

The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.DIRECTORS

1. Board of Directors

The affairs of the Association shall be managed by a Board of Directors (herein referred to as the "Board") consisting of up not fewer than five(5) or more than twelve (12) Directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the bylaws any resolutions of the Association or by statute expressly directed or required to be done by the Association at a meeting of members.

2. Qualification of Directors

Directors shall be individuals, eighteen or more years of age and shall, at the time of the election or within ten days thereafter and throughout the term of their office, be members of the Association.

3. Election of Directors and Term of Office

a) The applicants for Director in the Association shall be the first Directors of the Association whose terms of office on the Board of Directors shall continue until successors are elected or appointed.

b) The Director's term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting three (3) years following or until their successors shall have been duly elected or appointed whichever comes first.

c) Directors shall be elected by the members in a general meeting by ballot. Subject to the provisions of this by-law, Directors shall be eligible for re-election.

d) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is quorum of Directors then in office, be filled by the Directors (from among the members of the Association) if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of members; and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

e) Members of the Board of Directors are volunteers.

4. Vacation of Office

A person ceases to be a director of the Association:

a) If he or she is found by a court to be mentally incompetent or of unsound mind;

b) If by notice in writing to the Corporate Secretary of the Association he or she resigns his office; or

c) If he or she ceases to be a member of the Association.

5. Frequency of Meetings of the Board of Directors

The Board of Directors of the association shall meet as often as the business of the association may require, provided that at least four (4) meetings are held within each calendar year.

6. Place of Meeting

Meetings of the Board may be held either at the head office of the Association or at any place within Canada. A meeting of the Board may be convened by the Chairman of the Board, the President or any two Directors at any time and the Corporate Secretary by direction of the Chairman of the Board, the President or any two Directors shall convene a meeting of Directors.

7. Notice of Meeting

Notices of meetings of the Board shall be delivered, mailed, emailed or otherwise communicated to each Director not less than seven days if mailed and not less than two days if delivered electronically or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent electronically or otherwise communicated by inclusive of the day for which notice was given) before the meeting is to take place; provide always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

8. Meeting following Annual General Meeting (AGM) of the Association

For the first meeting of the Board to be held immediately following the election of Directors at an AGM of the members of for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such a meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

9. Quorum

A quorum at any meeting of the board shall be not less than a simple majority of the Directors eligible to attend the meeting.

10. Voting

Questions arising at any meeting of the Board shall be decided by majority of votes. The Chairman shall not cast a vote in the normal course of the board meeting. In case of an equality of votes, the Chairman shall have a casting vote. A Director may participate in a meeting of the Board by means of telephone or other communications facilities as would permit all members of the meeting to hear each other and discuss issues. As member attending the meeting by such means is deemed to be present at the meeting.

7. EXECUTIVE OFFICERS

1. Executive

The Executive shall be elected from, and by, the members of the Board of Directors.

2. Officers

The Board shall annually or as often as may be required, elect a President, one or more Vice Presidents, Treasurer, Secretary, and Corporate Secretary. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

3. Remuneration of Officers

The Directors may fix the remuneration (if any) to be paid to officers of the Association.

4. Removal of Officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

5. Delegation of duties of Officers

In the case of absence or inability to act of the President, a Vice President or any other officer of the Association or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

6. President

The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be (the chief administration officer of the Association and shall be) responsible to the Board for the co-ordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any committee thereof.

In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

- a. the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;
- b. the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any Director or officer of the Association and the personnel employed therein
- c. the safekeeping and good state of repair of all physical properties of the Association.

7. Vice President

The Vice President or, if more than one, the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability nor refusal to act of the President. The Vice President or, in more than one, Vice Presidents, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the board.

8. Corporate Secretary

The Corporate Secretary shall, when present, act as secretary of all meetings of Directors and members, shall have charge of the minute books of the Association and the documents and registers referred to in the (Canada Associations Act) R.S.C. 1970, c C-32 or s. 300 of the Business Associations Act R.S.S. 1978, B-10 or Non-Profit Associations Act s.s 1979, c.N 4.1. The Corporate Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

9. Treasurer

- a) Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Association and

shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall issue such contracts, documents or instruments in writing as require his or her signature and shall have such powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Corporate Secretary may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

b) the preparation of the annual budget for the Association, showing expected revenues and expenditures.

10. Secretary

The Secretary will be a member of the board and will take and make notes of the meeting and records any resolutions or discussions

11) Vacancies

If the office of President, Vice President, Corporate Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy.

8. POWERS AND DUTIES OF EXECUTIVE AND BOARD OF DIRECTORS

1. To conduct the business of the association in its entirety and to authorize all expenditures.
2. To suspend, expel, reprimand or otherwise deal with any player, coach, manager or employee refusing to obey the rulings of the Executive or in the opinion of the Executive has been guilty of conduct that has been detrimental to the Association or to the game of hockey.
3. To replace any members of the Executive or board of directors by a majority vote of the Board of directors, who in their opinion, is not carrying out the stipulated duties.
4. The board of directors shall govern the selection, remuneration, and hiring of all employees of the Association including coaches and managers.

9. COMMITTEES

1. Executive Committee

The Association shall be entitled to form a Management Committee consisting of

the President, Corporate secretary and as designated by the Board of Directors. If the setup is approved by the Board of Directors the Management Committee shall conduct the affairs of the Association and direct its policies, activities and general management. Such shall be under the authority and direction of the Board of Directors as hereinbefore provided for.

- a) No business shall be transacted by the Management Committee except at a meeting at which quorum of the said committee is present. For the purposes of this committee a majority of members shall constitute a quorum.
- b) The Management Committee would have the duty to pass all expenditures of the Association as well as approve all contracts and agreements which may in a way affect or entail financial obligations of the Association except that where an expenditure contract will result in expenditures in excess of the amount approved by the Board of Directors with respect to such expenditure contract in the annual budget for the Association then President will first have the expenditure contract approved by the Board of Directors.
- c) The President shall report upon the activities of the Management Committee to the Board of Directors at all regular meetings and shall file with the Corporate Secretary forthwith minutes of meetings of the Management Committee.

2. Other Committees

The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Association and shall prescribe the duties of such committees.

10. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

Every Director or officer of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against him 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 the duties of his or her office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are

occasioned by his own willful neglect or default.

11.FOR THE PROTECTION OF DIRECTORS AND OFFICERS

1. No Director or officer for the time being if the Association shall be liable for the acts, receipts, neglects or defaults of any other Director of officer or employee or for any loss, damage or expense happening to the Association thought the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.
2. The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any Director of officer of the Association shall be employed by or shall perform services for the Association otherwise than a Director or officer or shall be a member of the firm or a shareholder, Director or officer of a company which is employed by or performs services for the Association, the fact of his being a Director or officer of the Association shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

12.ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

1. By-laws of the Association may be enacted, and the by-laws of the Association repealed or amended, by a majority of the board at a meeting of the board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.
2. A copy of any by-law to be sanctioned at any annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Association with the notice if such meeting.

13.NOTICES

1. Service

Any notice to be given to any member or Director or auditor shall be served by

sending it shall be delivered, mailed, emailed or faxed to each director, the auditor and the Members at the address of the Members as it appears on the books and records or, if no address be given therein, then to the last address of such member, Director or auditor known to the Corporate Secretary of the Association. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

2. Signatures to Notice

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

3. Computation of Time

Where a given number of days notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided therein, be counted in such number or days or other period.

4. Proof of Service

A certificate of the President, a Vice President, the Corporate Secretary or the Treasurer or of any other officer of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Association, as the case may be.

14. GENERAL

1. Profits

Any profits arising from donations or other income of the Association shall be applied exclusively in promoting the objectives of the Association. No payment of any dividend profit or gain of any kind shall be made to any of the members, officers or anyone associated with the Association subject to the provisions of the Non-Profit Association Act.

2. Banking

Banking arrangements shall be made by the Board of Directors and or Executive Committee and all Association monies shall be banked and all disbursements shall be made by cheque signed by any two of the President, Vice President, Secretary or Treasurer or such other person of the board of Directors.

3. Auditors

Auditors shall be appointed at the AGM of the Association of each year.

15.FINANCIAL YEAR

Fiscal year end of the Association shall be May 31st.

16.INTERPRETATION

The by-laws of the Association may not be altered or added to except by special resolution of members passed in the annual general meeting if the members or at a general meeting called for the purposes of considering such resolution and in no other way, subject to the provisions of the Non-Profit Associations Act as from time to time amended.

President of the Board of Directors

Corporate Secretary of the Board of Directors

Signed and sealed on this _____ day of _____ 2022