

RIVERSIDE MINOR HOCKEY ASSOCIATION BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

RIVERSIDE MINOR HOCKEY ASSOCIATION

BE IT ENACTED as the amended and re-stated organizational by-law of Riverside Minor Hockey Association to repeal and replace the previous governing Constitution and By-law, and any amendments thereto as follows:

1. CONSTITUTION

1.1 Name. The name of the organization shall be Riverside Minor Hockey Association and may be referred to as RMHA (or the “Association”).

1.2 Objectives. The objectives of the organization shall be to promote, govern and improve minor hockey for the youth of the City of Windsor, including residents in the area formerly known as the Town of Riverside and the Township of Sandwich East, and/or other areas assigned by the Ontario Minor Hockey Association, as a member of the Ontario Minor Hockey Association.

1.3 Affiliations. RMHA shall have the following affiliations:

- a) The Association shall be a member of the Ontario Minor Hockey Association (OMHA)
- b) The Association shall operate in cooperation with the Parks and Recreation Department in the City of Windsor.
- c) The Association shall operate in cooperation with their Zoned AAA Affiliates as defined by the Ontario Hockey Federation (OHF).
- d) The Association’s Rep / Travel teams shall operate in cooperation with the Bluewater Hockey League.

1.4 Executive Officers.

1.4.1 The Executive Officers of the Association shall consist of the President, Executive Vice President, Vice President Travel Division, Vice President House League, Secretary, and Treasurer.

1.4.2 Wherever possible, the Executive Directors shall not be players, managers, coaches, trainers and/or conveners of RMHA teams. Special circumstances can be brought before the RMHA Board of Directors for a vote to approve.

1.4.3 The Executive Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately following their election. Secret ballot voting can be used if requested by any Board member.

1.4.4 To be eligible to stand for election for President, Executive Vice President, VP Travel or Treasurer, a director must have completed a full year as a Board member in the year immediately prior to his standing for one of these

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positions. In the event that such individual is not available, then the Board of Directors shall elect an existing Board member to fill such a position.

1.4.5 If the position of Treasurer cannot be filled from the Board, the Executive will query the membership for a viable candidate to fulfill the Treasurer or a Bookkeeper role which will be vetted by the Board of Directors prior to Appointment. If the position is filled by a Bookkeeper that person will not be a member of the Executive Committee nor have any voting rights on the Board. The RMHA Board of Directors may also vote to pay a nominal fee for a paid Bookkeeper position.

1.4.6 The Executive Officers shall meet as required to manage the affairs of the Association between regular meetings of the Board of Directors.

1.4.7 The Executive Officers shall appoint all Honorary members, subject to the approval of the Board of Directors.

1.4.8 The Executive Officers, or their designated representatives, shall have the power to suspend or discipline any coach, manager, player, trainer, referee, official or Board Member connected with the Association.

1.5 Duties of the Executive Officers

1.5.1 ASSOCIATION PRESIDENT

- a) Shall preside at all meetings of the Association and Board of Directors with the usual privileges of office.
- b) Assume the role of signing officer for the Association.
- c) Shall designate the chairmanship of the meeting if the Executive Vice President is not available to act as Chair.
- d) Shall serve ex-officio on all committees.

1.5.2 EXECUTIVE VICE-PRESIDENT

- a) Shall perform the duties of the President in the event of his/her absence or inability to act.
- b) Shall act as Chair of the Board and Chair members' meetings.
- c) Shall be one of the signing officers of the Association.
- d) Shall perform such duties as assigned by the President.
- e) Chairman of the Grievance Committee.

1.5.3 VICE PRESIDENT TRAVEL DIVISION

- a) Shall represent the Association at all group meetings including AAA Zone meetings as required. Shall be the official contact with the O.M.H.A. and the Travel Teams.
- b) Shall assign all practice times and game schedules for Travel Teams.
- c) Shall apprise the Board of Directors of the operations of the Travel Teams during the season, including the conduct of the players and officials.
- d) Shall investigate and recommend to the Board of Directors participation of teams in tournaments.
- e) Shall convene meetings of Travel Team officials to discuss problems pertaining to the operations of the Travel Teams.
- f) Shall be the chairman of the OMHA-RMHA Travel Division Coaches selection committee.

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1.5.4 VICE PRESIDENT HOUSELEAGUE (MINOR AND MAJOR)

- a) VP Houseleague Minor shall be responsible for the operations of the House League divisions U5 through U11 (Initiation/Mites through Atom) and assign Divisional Conveners.
- b) VP Houseleague Major shall be responsible for the operations of the House League divisions U13 through U21 (Peewee through Midget/Juvenile) and assign Divisional Conveners.
- c) VP Houseleague Minor and Major shall assign all practice times and game schedules for their respective divisions.
- d) VP Houseleague Minor and Major shall apprise the Board of Directors of the operations of the House League during the season including the conduct of players and officials.
- e) VP Houseleague Minor and Major shall investigate and recommend to the Board of Directors the participation of teams in tournaments.
- f) VP Houseleague Minor and Major shall convene meetings of team officials to discuss problems pertaining to operations of the League.
- g) VP Houseleague Minor and Major shall be the Chairman of the House League Coaches Selection Committee.
- h) In the event only ONE person is available to fill the role of VP House League, the duties above will be managed by that one person.

1.5.5 TREASURER (OR BOOKKEEPER)

- a) Shall keep accurate records of all monies received and disbursed.
- b) Shall present a report of year's operations at annual meeting.
- c) Shall present at each Board meeting a current statement of financial condition.
- d) Shall serve on the Budget and Purchasing Committee. (Note: only if member of Executive committee)
- e) Shall be one of the signing officers.
- f) Shall call for committee reports for presentation to the Board. (Note: only if member of Executive committee)
- g) Shall sit in on all fund-raising committees. (Note: only if member of Executive committee)
- h) Shall coordinate the financial returns to any government agency as outlined by the RMHA Auditors.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions. In this Constitution and by-law, and all other by-laws of the Association, unless the context otherwise requires:

"Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Association" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Board" means the board of directors of the Association;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;

"Chair" means the chair of the Board and the Executive Vice President;

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"**Director**" means an individual occupying the position of director of the Association by whatever name he or she is called;

"**Extraordinary resolution**" means a resolution that is,

- (a) submitted to a special meeting of the members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two thirds of the votes cast, or
- (b) consented to by each member of the corporation entitled to vote at a meeting of the members.

"**Member**" means a member of the Association;

"**Members**" means the collective membership of the Association; and

"**Officer**" means an officer of the Association.

2.2 Interpretation. All terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

2.3 Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

2.4 Seal. The seal of the Association, if any, shall be in the form determined by the Board.

3 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

2.5 Books and Records. Any records maintained by the Association in the regular course of its business, including its register of Members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Association shall make such records available for inspection under applicable law.

2.6 Registered Office. Until changed in accordance with the Act, the Registered Office of the Association shall be in the City of Windsor, in the Province of Ontario.

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3. BOARD OF DIRECTORS

3.1 Composition. The Board of Directors shall consist of up to eighteen (18) members duly elected by the membership of R.M.H.A. at the annual meeting, and the immediate Past President in an active role. The duties of the Past President shall be designated by the President.

3.2 General Powers. The Board of Directors and their elected Executive Officers shall have control of the affairs of the Association and shall have the power to amend or alter the regulations of the Association and of any House League or Playoff Competition.

3.3 Filling Vacancies. The Board of Directors may also fill any vacancy on the Board until the next Annual Meeting, at which time the Membership shall fill the vacancy for the balance of the term. Prior to the Annual meeting the vacancies may be filled in the following order:

- a) The elections officer having maintained the results of votes cast for the election of Directors for that year shall offer the open Board position to the next unsuccessful nominee in descending order of number of votes.
- b) If all nominees decline the position, the Board shall solicit applications for the open position, and approve from those applications a candidate by majority vote.

3.4 Vacancies. The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is convicted of any criminal offence as appearing on a Vulnerable Sector Check Report, and/or any offence punishable by imprisonment;
- d) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- e) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office; or
- f) if the Director is absent for three consecutive meetings of the Board without reasons acceptable to the Board. The absence of a Director from four out of any eight consecutive Board meetings shall be a deemed resignation from the Board of Directors.

3.5 Indemnity. Every Director or Officer and their heirs, executors and administrators and estate and effects respectively shall from time to time, and at all times, be indemnified and saved harmless by the Association out of the funds and assets of the Association from and against:

- a) All costs, charges, expenses whatsoever which such Directors, Officers, and/or operating committee member sustains or incurs in or about any action, suit or proceeding which is brought, commence or prosecuted against them, for, or in respect of any act, deed or matter or thing whatsoever made, done or permitted by him, or in, or about the execution of the duties of his office.
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are associated by his own willful neglect or default.

For greater certainty, the Association shall not indemnify an individual under this section unless he or she (i) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best

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interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Association's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

3.6 Conflict of Interest. Conflict of Interest means a situation where:

(a) the personal or business interests of a director, officer, agent, or employee of the Corporation are in conflict with the Corporation;

(b) a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, officer, agent or employee or a person related to any one of them as a result of a decision by the Corporation; and includes:

a. the Corporation giving a direct or indirect gain, benefit, advantage or privilege to a director, officer, agent or employee or a person related to any one of them;

b. a director, officer, agent or employee or a person related to any one of them receiving a direct gain,

3.6.1 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Ontario Non-Profit Corporations Act (the "Act"). Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

3.7 Expense Approvals. The Executive Officers shall have authority to approve payment of bills, covering normal expenses, between regular meetings, subject to the Board of Directors approval at the next meeting.

3.8 Committees. Directors shall be responsible for the chairmanship of the various committees of the Association, as assigned. Failure to fulfill such responsibilities shall result in the removal of a Director, if approved by a two-thirds (2/3) majority of the Directors at a special meeting called for such purpose. The Chair of the Board shall appoint a minimum of three (3) directors to the Constitution Committee, one of which shall be the Secretary of the Association (who shall be the Chairman of the Committee), for the purpose of reviewing and making recommendations to the membership for any changes.

3.9 Membership of Directors. The Board of Directors of this association must be active members in the association as defined above at the time of their election or appointment. No person that has a child playing minor hockey in another Association will be permitted to be a RMHA Board member. Further, any current RMHA Board Member who has a child playing minor hockey in another Association will be required to step down from the RMHA Board. This does not apply to a child who is playing AAA hockey or who is playing girls hockey. Exceptions to this rule must be brought in writing to the RMHA Executive for final review & decision.

3.10 Term of Office. The Board of Directors shall be elected for a three (3) year term of office (a "Term"). A minimum of six (6) members of the Board shall be elected at each annual members meeting of the Association. A Director may serve on the Board for an unlimited number of Terms, unless otherwise agreed by the Board through majority vote.

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4. MEETINGS OF THE BOARD

4.1 Quorum. A majority of the elected members of the Board of Directors constitutes a quorum at any meeting called of the Board.

4.2 Voting. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair or acting Chair shall have a second or casting vote.

4.3 Participation by Telephonic or Electronic Means. A Director may request to participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.4 Notice. Meeting of the Board of Directors shall be held at the call of the President on not less than twenty-four (24) hours' notice. The President shall call a special meeting, at the request of five (5) Board Members in writing. Only the subject specified in the notice shall be discussed at such a meeting.

a) Attendance at the Board of Directors meeting shall be limited to those entitled to vote at such meetings, except any other person which the Board of Directors may, from time to time, authorize.

b) Minutes of Monthly Meetings. The minutes for all regular monthly (excluding Executive) RMHA Board of Directors' meetings will be published on the RMHA web site no later than 2 weeks following approval of the minutes by the Board of Directors. Full disclosure of the minutes will be limited to regular RMHA business concerns. Issues/ decisions relating specifically to individual coaches/ players/ or members will not be published.

4.5 Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act

5. GENERAL MEMBERS

5.1 Membership in the Association shall consist of the current Directors and such other persons who have been accepted into membership in the Association by written resolution of the Board in accordance with the membership qualifications as defined below. A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

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5.2 Membership Qualifications & Voting. Voting membership privileges in the RMHA will be open to the RMHA Board of Directors and the following persons:

Voting membership privileges in the RMHA will be open to the RMHA Board of Directors and the following persons:

- a) Up to two (2) parents / legal guardians of children registered in RMHA.
- b) Life Members, immediate Past President
- c) Directors, Conveners, rostered coaches, managers, trainers and Referee-in-Chief
- d) If a person received pay from RMHA he/she will be eligible to vote.

Voting members must be at least 18 years of age. Persons under suspension or the parents / legal guardians of a person under suspension from RMHA are not eligible to vote. The membership present at any Annual or special RMHA meeting will rule by a simple majority on any dispute concerning a person's voting eligibility.

5.3 Participation by Telephonic or Electronic Means. A Member may request to participate in a Members' meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

5.4 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Association to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

5.5 Annual Meeting. The annual meeting shall be held within two weeks of the conclusion of the playing season. The notice for the annual meeting or any special meetings of the membership shall be posted no later than ten days prior to the event on the RMHA website and / or social media platforms. Each person attending the annual meeting, or any special meeting must register with the Secretary indicating if they are a voting member or an invited guest with Board approval before the start of the meeting. The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.
- (h) No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

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5.6 Nominations and Voting. Each accredited member shall have the privilege of nominating candidates for the Board of Directors. At all meetings where and when an accredited member is called upon to cast a vote, such voting member must be personally present to cast such a vote and is entitled to one vote only. There shall be no proxy votes. Persons eligible to be nominated, but unable to be present at the annual general meeting, may be declared to be nominated provided notice of assent, in writing, is filed with the Secretary prior to the meeting. The Executive Secretary shall keep all records of votes from the AGM for one year. At all meetings where and when an accredited member is called upon to cast a vote, such voting member must be personally present to cast such a vote and is entitled to one vote only. There shall be no proxy votes. Persons eligible to be nominated, but unable to be present at the annual general meeting, may be declared to be nominated provided notice of assent, in writing, is filed with the Secretary prior to the meeting. The Executive Secretary shall keep all records of votes from the AGM for one year.

5.7 Audit. The membership at the annual general meeting shall appoint auditors to hold office until the close of the next annual meeting and if an appointment is not made, the auditor in office continues until a successor is appointed.

5.8 Quorum. Twenty (20) accredited voting members present at a properly called meeting shall constitute a quorum.

5.9 Life Members. Life membership is the highest honour that can be bestowed by this Association and is awarded only for very distinctive service to the Association. Life Members shall be elected at the annual meeting of the Association by two-thirds majority of the members voting thereon. A Life Member shall have full voting rights at all regular, special and annual meetings of the general membership. The President may each year appoint a committee to investigate and nominate any member deemed worthy of such honour.

5.10 Fiscal Year. The fiscal year shall end on the 31st day of May in each year, unless otherwise ordered by the Board.

5.11 Notice of Motions. There will be a call for proposed amendments to the Constitution posted to the RMHA website within the first week of January to remain posted until the last day of February of the same year. Proposed amendments may be received only from the members of R.M.H.A. in writing or by email, with mover and seconder named, by the 1st day of March. When one or more proposed amendments to the Constitution are received, the committee shall prepare and present a resume of all submissions which shall be placed before the general membership at their next regular meeting for adoption, rejection or modification.

5.12 Correspondence. An R.M.H.A. member bringing a letter to the Board of Directors will be allowed, upon request, a set amount of time if they require further clarification on the issue.

5.13 Amendments. The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

[SIGNATURE PAGE FOLLOWS]

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ENACTED by the Board of Directors this 8th day of July, 2024.

CONFIRMED by the Members of the Corporation this 8th day of July, 2024.



Anne Marie Schofield (President)

Laurie Parent (Secretary)