Northern Lights Hockey Development Inc.

Bylaws

Amended: May 15, 2006

# Title

The name of the corporation is Northern Lights Hockey Development Inc., hereinafter referred to as the “Club”

# Activities and Affairs

The activities and affairs of the Club shall be:

1. The organization and operation of a Junior A *Saskatchewan Junior Hockey* Team in the Town of La Ronge, Saskatchewan;
2. To support minor hockey teams as the Directors may from time to time deem advisable;
3. To organize and operate such fund raising or other projects as may be deemed advisable in the operation of the Club.

# Membership

1. Any person over the age of eighteen years may become a member of the Club by application for membership, payment of the prescribed annual membership fee of $10.00 and approval of the application by the Directors;
2. The Directors may suspend or expel any member whose conduct they deem to be such as to bring discredit to the Club;
3. At any annual general meeting, the members may, upon recommendation by the Directors, elect as an honorary life member of the Club, a person who has made a substantial contribution in promoting the activities of the Club;
4. Each member shall abide by the Bylaws of the Club;
5. Any member may withdraw from the Club at any time by notice to the Directors, but upon withdrawal such member shall not be entitled to a refund of any portion of the fee he may have paid;
6. Membership fees shall be paid on an annual basis;
7. Members shall be entitled to the following rights:
   1. The right to attend and participate in all decisions at all general meetings of the Club, including the power to vote on all issues;
   2. The right to be elected as a Director of the Club if he/she has been a paid up member in good standing, and, the right to be nominated to hold office;
   3. Such member rights as are stipulated in the Non-Profit Corporations Act.

# Board of Directors

1. There shall be eleven (11) Board of Directors structured as follows: five (5) Directors shall be elected and two (6) Directors shall be appointed;
2. The Directors shall be chosen as follows:
3. Three (3) Elected Directors shall serve for a two (2) year term commencing July 1, 2006;
4. Two (2) Elected Directors shall serve for a one (1) year term commencing July 1, 2006;
5. Two (2) Appinted Directors shall serve for a two (2) year term commencing July 1, 2006 to be appointed by the elected executive from a list of members in good standing at an executive meeting following the election within 14 days;
6. Two (2) Appointed Directors shall service for a one (1) year term commencing July 1, 2006 to be appointed by the elected from a list of members in good standing at an executive meeting following the election within 14 days;
7. Two (2) Directors shall be appointed by the Lac La Ronge Indian Band from a list of members in good standing;
8. Following the July 1, 2006 election, all Directors will serve (2) year terms after each election to ensure that Director Positions come due on alternate expiry dates.
9. One (1) Director shall act as Governor of the Junior A hockey team.
10. The term of elected Directors shall commence July 1, the first day of the new fiscal year.
11. The Directors shall meet at least once in each month at the direction of the President, provided that the President shall call a meeting of the Directors whenever requested in writing by three (3) or more Directors;
12. At a meeting of the Board of Directors to be held prior to the May meeting in each year, the President *may* appoint a nominating committee consisting of one Director who will not be eligible for re-election and two members not sitting in the slate of nominations for the election of Directors and such committee shall be instructed to prepare the slate of nominations for the election of Directors, such slate not to include any member of the committee. The committee shall endeavour to nominate a sufficient number of candidates to ensure a contest. *The membership, at the General Meeting, may choose to make a motion to waive the need for a nominating committee and appoint two representatives to act as the nominating committee;*
13. Nominations for the position of Director may be made by members at the general meeting held for the purpose of electing Directors;
14. The Board of Directors shall serve without remuneration, but shall be entitled to reimbursement of expenses incurred in the course of their duties with *prior approval of the Board of Director;*
15. Directors having served their two year term shall be eligible for re-election. Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire;
16. Notice of meetings of the Board of Directors shall be given to the members of the Board at least one week prior to the date of each meeting, provided however, that the members of the Board may meet on regular dates without notice where made by unanimous consent by those present;
17. The majority of the Board of Directors shall constitute a quorum for any meeting of the Board;
18. A Director ceases to hold office when:
    1. He/she ceases to be member of the Club;
    2. By notice in writing to the Board of Directors, he resigns his office;
    3. He/she is deemed by the Board of Directors to be guilty of any act of bad faith, or of any unfair or dishonourable conduct in Club dealings;
    4. He/she fails to attend three (3) consecutive Board meetings without having obtained a leave of absence from the Board of Directors;
19. Any vacancy on the Board of Directors in an elected position must be filled at an election of a Special Meeting and must be called within 30 days of the vacancy, unless there is 90 days or less before the annual election.
20. Financial:
    1. The Board of Directors may borrow money upon the credit of the Club in such amounts and upon such terms as may be deemed just, and may hypothecate, mortgage, charge, or pledge, any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, or franchise of the Club, to secure liability of the Club, but debentures shall not be issued without the sanction of a special resolution of the Club.
    2. All capital budgets must be approved by special resolution of the Club at the annual meeting.
21. The election of Directors shall be by secret ballot and shall require a majority vote. In case there are more than two (2) candidates running for office, a majority overall vote will be required to elect any one. In case a majority vote overall is not obtained on the first ballot, the candidate having the lowest number of votes shall be dropped from the list of nominees. Balloting shall be repeated until the required number of positions is filled. After the successful candidates are announced a motion calling for the destruction of the ballots shall be invited.

# Officers

1. The officers of the Club shall be:
   1. A President
   2. A Vice-President
   3. A Treasurer
   4. A Secretary
2. The offices of President, Vice-President, Treasurer, and Secretary shall be elected by the Board of Directors from amongst their number within fourteen (14) days following the general meeting at which the Directors are elected.
3. The duties of the officers shall be:
   1. The President shall be the chief executive officer of the Club. He shall preside at all meetings of the Club and all meetings of the Board of Directors and Management Committee and shall perform such other duties as usually pertain to his office, including signing all documents which require the signature of the President of the Club;
   2. The Vice-President shall in the absence or incapacity of the President, perform the duties of the President and from time to time such other duties as may be assigned to him by the President;
   3. The Treasurer shall make financial reports to the Board of Directors on a monthly basis and perform other duties as may be assigned to him/her by the President;
   4. The Secretary shall keep accurate minutes of the Board of Directors and perform such other duties as may be assigned to him/her by the President.
4. The term to which each officer is elected shall be one year, running from July 1 to June 30 each year, except the President, Vice-President, Secretary, and/or Treasurer will be permitted to act as such in conducting the annual meeting immediately following the completion of their term. Incumbent officers shall be eligible for re-election providing they are members in good standing.

# Management Committee

1. There shall be a management committee consisting of the President, the Vice-President, the Treasurer and two Directors. The two (2) Directors shall be chosen by the eleven (11) member Board of Directors.
2. The Management Committee shall conduct the affairs of the Club and direct its policies, activities and general management subject only to the authority and director of the Board of Directors as herein provided for;
3. A quorum for a Management Committee meeting shall be any three (3) of the five (5) members referred to in paragraph 6(a);
4. No business shall be transacted by the Management Committee except at a meeting of its members at which a quorum of the Management Committee is present and the Management Committee shall keep minutes in which shall be recorded all actions taken by it;
5. The Management Committee shall pass all expenditures of the Club as well as on all contracts and agreements which may in any way affect or entail financial obligations of the Club except that when an expenditure or contract will result in expenditures in excess of the amount approved by the Board of Directors with respect to such expenditures or contract in the annual budget for the Club, then the President will first have the expenditure or contract approved by the Board of Directors.
6. The President shall report upon the actions of the Management Committee to the Board of Directors at all regular meetings of the Board of Directors and shall file with the Secretary forthwith minutes of the meetings of the Management Committee.

# Other Committees

1. There shall be such other committees and chairmen thereof as the Management Committee may from time to time designate for approval by the Board of Directors. Any such committee appointed shall perform such duties and exercise such powers as is delegated to them;
2. The Management Committee shall have the right to recall the appointment of any such committee, or any individual appointed to such committee;
3. Committee Chairmen shall convene meetings of their committees from time to time when necessary. No committee shall make any financial commitments on behalf of the Club without receiving authority from the Management committee;
4. There will be an adult committee in compliance with the requirements of the Non-Profit Corporations Act;
5. The President of the Club shall be an ex-officio member of all committees.

# Meetings

1. The annual general meeting of the Club shall be held after June 30 but no later than October 31 in every year, at such time and place as shall be decided by the Board of Directors;
2. The Board of Directors may convene such other general meetings of the Club for the transaction of business as may arise from time to time, and in any event a general meeting shall be convene in May of each year for the purpose of electing Directors and an Annual General Meeting shall be convened in October of each year for the purposes of presenting the audited financial statement;
3. The Board of Directors shall convene a special meeting of the membership when requested to do so in writing by at least five percent (5%) of the membership;
4. Notice of the date, time and place of a meeting of members shall be sent no less than fifteen (15) days prior;
5. *Fifty percent plus one of members in good standing*  or twenty members (whichever is less) shall constitute a quorum of any annual or general meeting of the Club;
6. Voting upon resolutions shall be by show of hands except where a ballot is demanded by a member entitled to vote at the meeting and each member present shall be entitled one vote. The chairman of the meeting shall break any tie vote. A simple majority of votes in favour of any motion shall carry the motion.

# General

1. Profits, if any, arising from donations or other income of the Club shall be applied exclusively in promoting the objects and operations of the Junior A hockey team. 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 Club;
2. Banking arrangements shall be made by the Management Committee and all Club monies shall be banked, and all disbursements shall be made by cheques, signed by the Business Manager, and any one of the President, Vice-President, or Treasurer;
3. Auditors shall be appointed by the Executive Directors of the Club each year;
4. The fiscal year end of the Club shall be June 30;
5. The Bylaws of the Club may not be altered or added except by Special Resolution of the members passed at an annual general meeting of the members or at a special general meeting called for the purpose of considering such resolution, and in no other way (subject to provisions of the Non-Profit Corporations Act).