

EAST LAMBTON MINOR HOCKEY ASSOCIATION

By-law Number One

**EAST LAMBTON MINOR HOCKEY ASSOCIATION  
CONSTITUTION AND BY-LAWS**

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**EAST LAMBTON MINOR HOCKEY ASSOCIATION  
BY-LAW NO.1**

*A by-law relating generally to the conduct of the affairs of the EAST LAMBTON MINOR HOCKEY ASSOCIATION*

*BE IT ENACTED as a by-law of EAST LAMBTON MINOR HOCKEY ASSOCIATION as follows:*

**Article I. DEFINITIONS**

*Section 1.01 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:*

- i. "Association" means EAST LAMBTON MINOR HOCKEY ASSOCIATION (or such other name as the Association may in the future legally adopt);
- ii. "Board" means the Board of Directors of the Association;
- iii. "CHA" means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
- iv. "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- v. "Director" means an individual who has been appointed to the Board of Directors of the Association;
- vi. "Officers" means the individuals who hold the offices enumerated in Article 10;
- vii. "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- viii. "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- ix. "OWHA" means Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt);
- x. "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- xi. "ELMHA" means EAST LAMBTON MINOR HOCKEY ASSOCIATION
- xii. "BAIMHA" means the Brooke Alvinston Inwood Minor Hockey Association (or such other name as the BAIMHA may in the future legally adopt);
- xiii. "WMHA" means the Watford Minor Hockey Association (or such other name as the WMHA may in the future legally adopt);
- xiv. "Members" means all classes of membership in the Association as provided for in Article 5.

*Section 1.02 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.*

## **Article II. REGISTERED OFFICE & SEAL**

**Section 2.01** *The Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.*

**Section 2.02** *The registered head office of the Association shall at any particular time be in the Municipality of the Township of Warwick, in the Province of Ontario or the Municipality of the Township of Brooke-Alvinston, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.*

## **Article III. MISSION OF THE ASSOCIATION**

**Section 3.01** *The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of Watford, Alvinston, Inwood and surrounding area including:*

- i) the opportunity for all eligible individuals to participate in recreational local league ice hockey, and to provide community based programs which will allow a player to participate in an environment for fun, physical exercise and fair play;
- ii) the development of and participation in representative ice hockey and provide the opportunity to participate at a competitive level;
- iii) the development of and participation in additional entry hockey and provide the opportunity to participate at a competitive level;
- iv) to instil in all players, coaches, managers and members associated with the ELMHA; good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;

**Section 3.02** *The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.*

## **Article IV. AFFILIATIONS**

**Section 4.01** *The Association shall have the following affiliations:*

- i) The Association shall be a member of the OMHA; the OWHA and the Lambton County Minor (Sting).
- ii) The Association shall operate in cooperation with the Recreation Department of the Municipality of the Township of Warwick and the Recreation Department of the Municipality of the Township of Brooke-Alvinston..

## **Article V. CLASSES OF MEMBERSHIP**

**Section 5.01** *There shall be one (1) class of Membership in the Association:*

- i) Active Membership;

## **Article VI. TERMS OF MEMBERSHIP AND ELIGIBILITY**

### ***Section 6.01 Terms and Eligibility***

i) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current season, existing members of the BAIMHA or the WMHA and registered players. All active members must be at least 18 years of age. Members may attend meetings of the Board and Committees of the Association, but must be on the agenda to speak to an issue.

ii) One Person -One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

iii) Membership List:

Subject to Section 6.05 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

iv) Membership Year

Unless otherwise determined by the Board, every Membership shall commence on or after September 1 in each year, and shall lapse and terminate on the 31 st. day of August next following the date on which such Membership commenced.

### ***Section 6.02 Termination***

i) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.

ii) Members may resign from the Association by submitting a resignation, in writing, addressed to the Secretary who in turn notifies the appropriate Board members.

iii) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.

iv) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

**Section 6.03**      **Membership Fees**

Registration fees shall be as established by and paid to the members current parent organization, the BAIMHA or the WMHA.

**Section 6.04**      **Right to Vote**

All Active Members shall be entitled to notice of all Meetings of Members of the Association. All Active Members shall be entitled to vote at all Meetings of Members of the Association.

**Section 6.05**      **Record Date**

Individuals, who are Members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

**Article VII. MEETINGS OF THE MEMBERSHIP**

**Section 7.01**      **Annual General Meeting of Members**

The Annual General Meeting shall be held each year within the last fifteen (15) days of April, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- i) Approval of the agenda;
- ii) Approval of the minutes of the previous Meeting of the Membership;
- iii) Receiving reports of the activities of the Association during the preceding year;
- iv) Receiving information regarding the planned activities of the Association for the current year;
- v) Transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on March 30th, immediately preceding the Annual General Meeting;

**Section 7.02**      **Additional General Meetings of Members**

In addition to the Annual General Meeting described in Section 7.01, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

**Section 7.03**      **Notice**

- i) Annual General Meeting:

Notice of the Annual General Meeting to be held within the last fifteen (15) days of April in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be mailed to all Member households at the last known address recorded for such Members in the records of the Association. Such notice shall be posted in all Association Arenas at least thirty (30) days prior to the date of the Meeting.

ii) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be mailed to all Members at the last known address recorded in the records of the Association. Such notice shall be posted in all Association Arenas within at least fifteen (15) days prior to the date of the Meeting.

iii) Error or Omission in Notice:

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

**Section 7.04**      ***Quorum***

- i) A quorum for an Annual General Meeting or General Meeting shall be a minimum of twenty-five (25) Members eligible to vote and present in person.
- ii) If the purpose of the meeting is for dissolution of ELMHA, a quorum shall be a minimum of sixty-five (65) per cent of the membership eligible to vote and present in person.
- iii) No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time at which to adjourn, or to take a recess

**Section 7.05**      ***Voting Procedures:***

- i) A majority of votes cast by Members entitled to vote, unless otherwise required by the By-laws of the Association, shall decide every question -proposed for consideration at Meetings of the Membership;
- ii) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- iii) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or passed by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**Section 7.06**      ***No Proxies:***

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

**Section 7.07**      ***Adjournments***

- i) Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.
- ii) In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.



- vi) Representative Hockey Director –Appointed -two (2) year term
- vii) Ice Convenor -Appointed -two (2) year term
- viii) Directors-At-Large –Appointed -two (2) year term

3) *Appointment Procedures:*

The current Presidents of the BAIMHA and the WMHA respectively shall provide to the current Board a listing of five individuals who have been appointed by their organization to the Board for the coming year on or before the first (1<sup>st</sup>) day of April in each year. Each appointment is for the role of Director with assignment of specific Executive positions being at the discretion of the new Board and subject to the length of terms identified in 2, above.

4) *Vacancies:*

Any vacancy occurring on the Board may be filled for the remainder of the vacated term by Resolution of the Directors of the BAIMHA or the WMHA then in office, dependent on which organization the vacancy is required to ensure equal representation as described in 2, above. The Boards of the BAIMHA and the WMHA shall diligently attempt to appoint a replacement Director, as required, within thirty (30) days after the Board position was vacated.

**Section 8.03      *Termination***

1) *Removal of Director:*

The Directors of the BAIMHA and the WMHA then in office, may remove any of their previously appointed Director (s) before the expiration of his or her term of office, and further appoint any person in his or her stead for the remainder of his or her term.

2) *Absenteeism:*

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

3) *Resignation:*

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

**Article IX. BOARD RESPONSIBILITIES**

**Section 9.01      *Governance***

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, and all applicable laws and regulations.

**Section 9.02      *Board Meetings***

1) *Regular Board Meetings*

Except as otherwise required by law, the Board may hold Meetings at such place or places as one of or both Co-Presidents or, in their absence, the Vice-Presidents, may from time to time determine. The Board shall meet not less than ten (10) times per year.

## 2) *Special Board Meetings*

One or both Co-Presidents or, in their absence, the Vice-Presidents, may call special Board Meetings or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

## 3) *Notice of Board Meetings*

- a. *Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;*
- b. *Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.*
- c. *No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.*

## 4) *Error in Notice*

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had there at.

## 5) *Adjournment of Board Meetings*

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

## 6) *Quorum*

A quorum for a Board Meeting shall be eight (8) Directors. No business of the Board shall be transacted in the absence of a quorum.

## 7) *Voting Rights*

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

## 8) *Voting Procedures*

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

## 9) *Remuneration*

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors, may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

## 10) Conflict of Interest

- a. *Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.*
- b. *The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.*
- c. *After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.*
- d. *If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.*
- e. *If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.*

## 11) Indemnification of Directors

- a. *Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:*
  - i. *all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and 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*
  - ii. *all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.*
- b. *The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.*

## 12) Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

**Section 9.03      OFFICERS & RESPONSIBILITIES OF OFFICERS**

1) *Elected/Appointed Directors:*

*The Appointed Directors shall be the Co-Presidents, Co- Vice-Presidents, Treasurer, Secretary, Representative Hockey Director, Local League Hockey Director, Ice Convenor and Directors-At-Large.*

2) *Assistants to Officers*

*The Board of Directors may appoint such assistant(s) to Officers of the Association as the Board may determine by Resolution from time to time.*

3) *Term of Office*

*The elected Officers shall hold Office until the Annual General Meeting held approximately two (2) years after the Officers are elected.*

4) *Termination of Officers*

a. *Removal for Cause*

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Officer for cause before the expiration of his or her term of Office.

b. *Resignation*

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

c. *Vacancies in Office*

- i. If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a replacement Officer will be appointed by the Board in Office of the BAIMHA or the WMHA as required to ensure equal representation on the board, within thirty (30) days of the vacancy occurring.
- ii. The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

**Section 9.04      Responsibilities of Directors**

**Co-Presidents: The Co-Presidents shall:**

- a. *represent the Association in the Community;*
- b. *act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership (to be rotated between Co-Presidents);*
- c. *exercise general supervision of the Association in accordance with Policies determined by the Board;*
- d. *be a non-voting Member of all committees and sub-committees of the Association,;*
- e. *report regularly to the Board on matters of interest;*

f. *delegate tasks as necessary .*

**Co-Vice Presidents:            The Co-Vice-Presidents shall:**

- a. *assume the duties of the Co-President in the absence for any reason of the Co-President;*
- b. *monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;*
- c. *be available to assist any Director requiring assistance in the completion of his or her functions;*
- d. *one of whom will be the primary contact for the OMHA, the other for the OWHA;*
- e. *ensure that each convenor receives a copy of the Referees rulebook and OWHA Manual of Operations.*
- f. *carry out duties as assigned by the Board, the Executive Committee or the Co-President;*

**Treasurer:                    The Treasurer shall:**

- a. *ensure adherence to and implementation of financial Policies in the financial administration of the Association;*
- b. *evaluate, review and recommend financial policy to the Executive Committee and to the Board;*
- c. *chair the Budget Committee;*
- d. *chair the Sponsorship Committee;*
- e. *carry out duties assigned by the Board, the Executive Committee or the Co-President.*

**Secretary:                    The Secretary shall:**

- a. *record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, and By-laws and the Policies and procedures established by the Board or by the Membership;*
- b. *ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;*
- c. *be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;*
- d. *recommend policy to the Board regarding internal and external communications of the Association;*
- e. *ensure that all necessary and appropriate insurance has been purchased;*

- f. *maintain the membership list referred to in Section 6.2;*
- g. *carry out duties as assigned by the Board, the Executive Committee or the Co-President.*

**Ice Convenor:                      The Ice Convenor shall:**

- a. *allocate ice times as deemed necessary in consultation with the ELMHA Executive, and subject to the Executive's approval;*
- b. *works with the referees in chief of both the BAIMHA and the WMHA to ensure there are enough referees in place to officiate all games;*
- c. *carry out other duties as assigned by the Board, Executive Committee, or the Co-President.*

**Local League Hockey Director:                      The Local League Hockey Director shall:**

- a. *prepare and report to the Board local league operations;*
- b. *appoint the members of the local league hockey operations committees;*
- c. *appoint all local league hockey convenors;*
- d. *carry out other duties as assigned by the Board, Executive Committee, or the Co-President.*

**Representative/AE Hockey Director:                      The Representative/AE Hockey Director shall:**

- a. *prepare and report to the Board Representative hockey league operations;*
- b. *appoint the members of the representative hockey operations committees;*
- c. *carry out other duties as assigned by the Board, Executive Committee, or the Co-President.*

## **Article X. EXECUTION OF DOCUMENTS**

**Section 10.01      Execution of Documents:**

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

**Section 10.02      Books and Records:**

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

**Section 10.03 Financial Year:**

The financial year of the Association shall terminate on the 31st day of May in each year.

**Article XI. BANKING ARRANGEMENTS**

**Section 11.01 Banking Resolution:**

*The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:*

- a. operate the accounts of the Association with a bank or a trust company;*
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;*
- c. issue receipts for and orders relating to any property of the Association;*
- d. authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.*

**Section 11.02 Deposit of Securities**

*The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions that may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.*

**Section 11.03 Borrowing by the Association**

*1) Borrowing Power:*

No borrowing powers currently exist.

**Article XII. NOTICE**

**Section 12.01 Computation of Time:**

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

**Section 12.02 Omissions and Errors:**

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

**Section 12.03 Method of Giving Notice:**

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

**Section 12.04 Passing and Amending By-Laws**

The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

- a. *If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.*
- b. *A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Meeting of the Boards of the BAIMHA and the WMHA respectively.*
- c. *Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association sixty (60) days prior to the Annual General Meeting.*
- d. *All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.*

**Article XIII. REPEAL OF PRIOR BY-LAWS**

**Section 13.01 Repeal:**

1) *Proviso:*

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

2) *Rules of Procedure:*

The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

**Article XIV. EFFECTIVE DATE**

*This By-law shall come into force without further formality upon its enactment after approval by the Boards of the BAIMHA and the WMHA respectively..*

*The foregoing By-law No.1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Board of Directors of the BAIMHA and the WMHA during a recent Board Meeting, at which a quorum was present on the \_\_\_\_ day of \_\_\_\_\_ in the respective Municipality of each of the BAIMHA and the WMHA.*

**President, BAIMHA: Joe Triest**  
**President, WMHA Sandy Ferguson**