

Bylaws of

Sherwood Park Kings Athletic Club

Includes

Special Resolution - December 3, 2003

Special Resolution – March 15, 2005

Special Resolution – January 12, 2006

Special Resolution – February 1, 2006

Special Resolution – March 13, 2007 [By-Laws submitted in its entirety]

Special Resolution – March 05, 2008 Special Resolution

March 4, 2009 Special Resolution

April 3, 2012 Special Resolution

April 16, 2013 Special Resolution - July 16, 2013

Special Resolution- September 16, 2014 [By-Laws submitted in its entirety]

Special Resolution- May 18, 2021 [By-Laws submitted in its entirety]

BY-LAWS OF

SHERWOOD PARK KINGS ATHLETIC CLUB

As adopted by the Directors on the 16th day of July, A.D., 2002

ARTICLE I NAME OF SOCIETY

1.01 The Society shall be known as the "SHERWOOD PARK KINGS ATHLETIC CLUB".

ARTICLE II DEFINITIONS

2.01 For the purpose of these Bylaws, the words and phrases listed below shall have the meanings ascribed to them below:

- a) "Act" means the Societies Statutes of Alberta, 1981, C.S., as Amended from time to time and every statute that may be substituted therefore, and in the case of any such amendment and substitution, any reference in this Bylaw to the Act shall be read as referring to the amended or substituted provisions therefore.
- b) "Appoint" includes "elect" and vice versa.
- c) "Articles" means the Articles of Society of the Society filed with the Registrar of Companies for Alberta as from time to time amended or restated and includes the original or restated Articles of Society.
- d) "Auditors" means such independent firm of accountants, chartered or otherwise, as may, from time to time, be chosen by the Board of Directors as auditors of the Society.
- e) "Board" shall mean the Board of Directors of the Society and shall consist of the following:
 - (i) All members of the Executive Committee (2 year term)
 - (ii) The Directors (1 year term)
 - (iii) SPMHA President or designate
 - (iv) SMHA President
 - (v) Immediate Past President
 - (vi) Executive Assistant – Non-Voting & appointed
 - (vii) Referee in Chief – Non-Voting
- f) "Bylaws" means any by-laws of the Society from time to time in force and effect.
- g) "Incident Review Committee", means at least one Executive Committee Member, and any two other persons appointed by the Board.
- h) "Directors" mean the persons who are, from time to time, in accordance with the terms of this Bylaw duly elected or appointed Directors of the Society and shall consist of:
 - (i) Registration Director
 - (ii) U18 Director
 - (iii) U15 Director
 - (iv) U13 Director
 - (v) Female Director
 - (vi) Affiliation Director
 - (vii) Communications Director
 - (viii) U18 Director 2
 - (ix) Such further Directors as elected by the Members from time to time by a majority vote provided the number of Directors should not exceed twenty (20)
- i) "Executive Committee" means:
 - (i) President
 - (ii) 1st Vice President
 - (iii) 2nd Vice President – Programs
 - (iv) 3rd Vice President – Marketing and Apparel
 - (v) 4th Vice President – Finance
 - (vi) 5th Vice President – Hockey Operations
- j) "Financial Statements" means, in respect of any fiscal period, the consolidated balance sheet of the Society and the accompanying statements of profit and loss, retained earnings and source and application of funds for the fiscal period of the Society prepared in accordance with generally accepted accounting principles consistently applied and reported on by auditors.
- k) "Member" means any person who is a member in good standing as defined in Article III.
- l) "Meeting of Members" shall mean and include the Annual Election Meeting, the Annual General Meeting or a Special Meeting.
- m) "SPKAC" means Sherwood Park Kings Athletic Club.
- n) "SPMHA" means Sherwood Park Minor Hockey Association.

- o) "SMHA" means Strathcona Minor Hockey Association.
- p) "Nominating Committee" means a committee chaired by the 1st Vice President or in his absence the President of SPKAC and shall include two (2) members of the Board of Directors.
- q) "Elections Committee" means a committee chaired by the 1st Vice President or in his absence the President of SPKAC and shall include two (2) members of the Board of Directors.

2.02 Headings of the Articles and Sections hereof are inserted for convenience of reference only and shall not affect the construction or interpretation of these Bylaws.

2.03 In this Bylaw and other Bylaws of the Society, words:

- a) Importing the singular number only shall include the plural and vice versa.
- b) Importing the masculine genders shall include the feminine and neuter genders.

2.04 Words and phrases used in these Bylaws and not defined herein have the same meaning assigned to them in the act.

ARTICLE III MEMBERSHIP

- 3.01** Any parent or legal guardian eighteen – (18) years of age or over who has/had a player on a SPKAC team in the previous season or is registered for the upcoming season AND resides in the Sherwood Park Urban Service Area, Alberta may become a member of the Society by paying the annual membership fee. Any person eighteen – (18) years of age or over who has/had a player on a SPKAC team in the previous season or is registered for the upcoming season who resides outside of the Sherwood Park Urban Service Area, Alberta may request in writing, to the Executive Committee, a minimum of fourteen (14) days prior to any Annual Election Meeting, Annual General Meeting and/or Special Meeting to become a member of the Society. Any person eighteen – (18) years of age or over who resides in the Sherwood Park Urban Service Area, Alberta may request in writing, to the Executive Committee, a minimum of fourteen (14) days prior to any Annual Election meeting, Annual General Meeting and/or Special Meeting to become a member of the Society. If the request is granted, payment of the annual membership fee is due. In the event a person requesting membership is transferring from another Alberta Hockey Association, they must be a member in good standing with their previous Association and must have paid in full all fees, assessments, and team charges due and owing to the said Association.
- 3.02** Any Member in arrears for fees, assessments or outstanding team charges for any year shall be automatically expelled after the expiration of three (3) months from the end of such year, but may be reinstated upon paying all outstanding annual fees, assessments and team charges.
- 3.03** The Board may impose a fine not exceeding two hundred fifty (\$250.00) dollars on any member who contravenes these bylaws or the regulations made hereunder.
- 3.04** The Board or, if applicable, the Incident Review Committee as noted in 2.01, may suspend any member of the Society or any Society team official who fails to comply with these bylaws or the regulations made hereunder or whose conduct shall be determined to be improper or unbecoming by the executive committee or, if applicable, if applicable, the Incident Review Committee as noted in 2.01. An expelled member or team official may appeal his expulsion before the Board by giving written notice to the Board within fifteen (15) days of the date of his expulsion.
- 3.05** The membership fee may not be refunded for any reason.
- 3.06** An expelled member may not hold office, vote or act as a team official in any of the Society's activities held for any of the members registered by the Society.
- 3.07** Any member in good standing is entitled to vote at any Annual General Meeting, Annual Election Meeting and/or Special Meeting, provided they are present at the time the vote is taken, and provided that they meet the residency requirements as established from time to time by the Society.
- 3.08** A quorum at any Annual General Meeting, Annual Election Meeting, and/or Special Meeting shall be eleven (11) members eligible to vote at which not less than twenty one (21) days public notice has been given. Any notice required to be given to a member pursuant to these Bylaws shall be deemed to have been given to all members if published not less than 30 days prior on the SPKAC website.
- 3.09** Resignation of a member may be done by phone or in writing to any person currently on the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

- 4.01** Unless authorized at any meetings and after notice of the same shall have been given no Member of the Board shall receive remuneration for their services.
- 4.02** An Annual Election Meeting for all members to elect the Board of Directors of the Society shall be held on or before April 30, each year. Notice of the place and date of the meeting shall be advertised not less than 30 days prior to the meeting. The Annual Election Meeting will be cancelled if there are no elections to be held.
- 4.03** To be eligible to hold the office of any Executive Committee positions noted in 2.01(i) – the nominee shall at a minimum be a member in good standing with SPMHA and/or SPKAC and be deemed a positive hockey ambassador by the Elections Committee (as outlined in 2.01 (q)). To hold the position of SPKAC President or any of the SPKAC Vice President positions (1st through 5th) the nominee shall have served on the Board of Directors or have been a member of SPMHA and/or SPKAC Executive or Sub Committee for not less than two (2) year in the past. Applications must be made in writing to the Chair of the Nominating Committee (as outlined in 2.01(p)) outlining the nominee’s qualifications prior to the prescribed deadline. To be eligible to hold office of any Director positions as noted in 2.01(h), the nominee shall be a member in good standing as noted in 3.01. Notwithstanding this requirement, and in the absence of any nomination(s) for these positions, the Board shall reserve its right to appoint such person or person(s), who in its view can fulfill the duties of the position.
- 4.04** The President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President and 5th Vice President are two (2) year terms. If the President or a Vice President is unable to complete their term, the Board will appoint a Member to fill that position until that position is up for re-election. The President, the 2nd Vice President and the 4th Vice President shall be elected on even years, and the 1st Vice President, 3rd Vice President and 5th Vice President being elected on odd years. The Director positions shall be one-year terms. All terms to run from June 1 to May 31 inclusive.
- 4.05** The President may call a Special Meeting at any time, and shall do so upon a written request signed by at least twenty (20) members of the Society. When the members request the meeting in writing, such meeting shall be held within thirty (30) days of receipt of the request.
- 4.06** Board Meetings shall be held on a regular basis to ensure the efficient operation of the Society and shall be at least once every month and shall be called by the President.
- 4.07** The President may call a Board of Directors Meeting when he deems it necessary, giving notice by the most efficient means.
- 4.08** A quorum for any Board of Directors Meeting shall be seven (7) voting members of the Board. Except as otherwise required by law or by these Bylaws, questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes at a meeting of the Board, no person shall have a second or casting vote in addition to his original vote.
- 4.09** The President shall call an emergent Board meeting within fifteen (15) days of receiving a written request, signed by at least seven (7) members of the Board, and shall give notice by the most efficient means.
- 4.10** Nominations for the Executive Committee and the Directors will be proposed by a Nominating Committee and must be received by the Nominating Committee no later than seven (7) days prior to the advertised date of the Annual Election Meeting. All nominees must meet the eligibility requirements set out in these Bylaws.
- 4.11** Should a vacancy occur or should a position not be filled during the year or should an additional position be created by the Board for which a member has not been elected, the Board may appoint a member to the Board to exercise the rights and privileges of that position for the balance of the term of office.

- 4.12** The Board shall within fifteen (15) days of being elected receive applications for vacant positions and appoint qualified candidates to the Board. If no applications are received, the Board can in its absolute discretion, appoint qualified persons to the available positions.
- 4.13** Upon receipt of any and all applications, the Board shall appoint within thirty (30) days or at the next regularly scheduled meeting.
- 4.14** The Board shall, subject to the Bylaws or directions given by a majority vote at all meetings properly called and constituted, have full control and management of the business and affairs of the Society.
- 4.15** The Board may, from time to time, make regulations concerning the management of the Society, the conduct and appointment of any director, team official, member or player, the function and appointment of any and any other matter which the Board deems necessary for the efficient operation of the Society, “including discipline and consequences”.
- 4.16** The Board shall oversee the operation of the Society’s hockey activities in and about the Sherwood Park Urban Service Area and unless otherwise determined by vote of the members shall ensure that all games are played in accordance with the rules and regulations with Hockey Canada and Hockey Alberta, or its successors.
- 4.17** Signing authority on behalf of the Society shall be delegated to the President, 1st Vice President, 2nd Vice President and 4th Vice President. Any two of these executive members must sign all cheques on behalf of the Society.

ARTICLE V DUTIES OF THE BOARD

5.01 PRESIDENT

- Shall be ex-officio a member of all committees. He shall, when present, preside at all meetings of the society and the Board. In his absence, the 1st Vice-President, or in his absence another Vice-President shall preside at any such meeting and in the absence of either, a Chairperson may be elected by the meeting to preside thereat.
- Shall be one of four (4) Signing officers for the Society.
- Exercise the powers of the Board in case of an emergency.
- Suspend and/or expel members, team officials or players, after consultation with the Executive Committee as noted in 2.01 (i)
- Appoint a Vice President to attend any meeting that he is unable to preside.
- Shall attend all pertinent meetings that affect the operations of the Club or appoint a designate.
- Shall carry out all other duties as required.

5.02 IMMEDIATE PAST PRESIDENT

- Shall, given the extent of his past experience, provide to the Executive Committee and the Directors, guidance and support in the control and management of the business and affairs of the Society for a period of no more than one (1) year after the new President is elected.
- Shall carry out all other duties as required.
- Shall have no voting authority.

5.03 1st VICE PRESIDENT

- Shall act in the absence of the President.
- Shall be one of four (4) Signing officers for the Society.
- May present at each Board Meeting a report of ongoing operations.
- Shall be a member of the Budget Committee.
- Shall carry out all other duties as required.
- May present at each Annual General Meeting a report of the year's operations.

5.04 2nd VICE PRESIDENT - PROGRAMS

- Shall be a member of the Budget Committee.
- Shall be one of the four (4) signing officers of the Society.
- May act in the absence of the President and 1st Vice President.
- May present at each Board Meeting a report of ongoing operations.
- May present at each Annual General Meeting a report of the year's operations.
- Shall update and maintain the Bylaws in accordance with Article 10.
- Shall ensure the Policies and Procedures Manual is updated and maintained.
- Shall maintain the Club Office.
- Shall carry out all other duties as required.

5.05 3rd VICE PRESIDENT – MARKETING AND APPAREL

- Shall be in charge of all marketing, promotional and fundraising and social activities for the Club and shall appoint coordinators as required.
- Shall be a member of the Budget Committee.
- May act in the absence of the President and 1st Vice President.
- May present at each Board Meeting a report of ongoing operations.
- May present at each Annual General Meeting a report of the year's operations.
- Shall carry out all other duties as required.

5.06 4th VICE PRESIDENT - FINANCE

- May appoint and oversee a Finance Assistant if required.
- Shall keep a record of all monies received and disbursed and present a report at each Board meeting as necessary.
- May act in the absence of the President and 1st Vice President.
- Shall present at each Annual General Meeting a report of the year's operations and a duly audited financial statement of the Society.
- Shall be a member of the Budget Committee.
- Shall be one of the four (4) signing officers of the Society.
- Shall conduct a final review of all team financials in the event of player movement.
- Shall conduct a final review of all team budgets at the conclusion of each season.
- Shall carry out all other duties as required.
- Shall obtain and review the proposed team budgets after the initial parent meeting where the team budget was approved by a majority of parents.

5.07 5th VICE PRESIDENT- HOCKEY OPERATIONS

- Shall be responsible for all coaching and development programs.
- Shall be responsible to ensure all coaches meet minimum requirements for specific divisions.
- Shall be a member of the Budget Committee.
- May act in the absence of the President and 1st Vice President.
- May present at each Board Meeting a report of the ongoing operations.
- May present at each Annual General Meeting a report of the year's operations.
- Shall carry out all other duties as required.

5.08 SHERWOOD PARK MINOR HOCKEY ASSOCIATION PRESIDENT OR DESIGNATE

- May present at each Board Meeting a report of the ongoing SPMHA operations.
- Shall report to Sherwood Park Minor Hockey Association as directed by them.

5.09 STRATHCONA MINOR HOCKEY ASSOCIATION PRESIDENT OR DESIGNATE

- May present at each Board Meeting a report of the ongoing SMHA operations.
- Shall report to Strathcona Minor Hockey Association as directed by them.
- Shall have no voting authority.

5.10 EXECUTIVE ASSISTANT

- Shall be appointed by the President subject to the Board's ratification.
- Shall attend all Board Meetings.
- Shall notify the Board of the time and place of all meetings.
- Shall attend all meetings of the Society and shall keep accurate Minutes of these meetings.
- Shall have no voting authority.
- Perform such other duties as shall be directed by the Executive Committee and/or the Board.

5.11 REFEREE IN CHIEF

- May present at each Board Meeting a report of the ongoing Referees Program in Sherwood Park (including but not limited to Sherwood Park Minor Hockey Association, The Sherwood Park Minor Hockey Referees Association, the North Zone Referees Committee, Hockey Alberta and Hockey Canada).
- Shall report to the Referees Program as directed by them.
- Shall have no voting authority.

5.12 The duties of the Directors shall be determined by the Board and shall be outlined in the Policies and Procedures Manual.

5.13 Specific duties of the Executive Committee shall be outlined in the Policies and Procedures Manual.

ARTICLE VI MEETINGS

- 6.01** The President of the Board may at any time, and the Executive Assistant shall, summon a Meeting of Directors pursuant to paragraphs 4.06, 4.07, and 4.09 of the Bylaws.
- 6.02** Notice of regular meetings of the Board shall be given not less than forty-eight (48) hours prior to the time at which the meeting is to be held.
- 6.03** A Board member may participate in any Board Meeting by means of telephone or other communication facilities that permit all persons participating in a meeting to hear each other and in fact such participation shall be deemed in attendance by the Board member for the purpose under the Act.

ARTICLE VII ACCOUNTS

- 7.01** The Board shall cause true accounts to be kept;
- 1.a) Of all sums of money received and expended by the Society.
 - 2.b) Of the assets and liabilities of the Society.
- 7.02** The Board shall be entitled to exercise the borrowing power of the Society and to delegate such power to such officers or other parties as they see fit.
- 7.03** For the purpose of carrying out its objectives the Society may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of Security Agreements but this power shall be exercised only under authority of the Membership and in no case shall Security Agreements be issued without the sanction of a special resolution of the Membership.
- 7.04** The books of account shall be kept at the office of the Society or such place as the Board may think fit and shall always be open to inspection by the Board and members.
- 7.05** At least once in every year the Board of Directors shall place before the Society at its Annual General Meeting an audited financial statement for the previous fiscal year.
- 7.06** April 30, in each year shall be the end of the fiscal year of the Society. The books, accounts, and records of the 4th Vice President shall be audited at least once each year by a duly qualified accountant and such accountant to be selected by the Board. The audited financial statement of the fiscal year ending April 30th is to be presented at the Annual General Meeting.
- 7.07** Upon dissolution of the Sherwood Park Kings Athletic Club, any assets remaining after paying all debts and liabilities, will be disbursed to the following charitable organization: Sherwood Park Minor Hockey Association.

ARTICLE VIII APPOINTMENT OF SUB-COMMITTEES

8.01 The Board of Directors may appoint one or more other sub-committees, however designated, and delegate to such sub-committees any of the powers of the Directors except those which, under the Act, a committee of Directors has no authority to exercise.

ARTICLE IX VOTING

- 9.01** Voting at an Annual General Meeting, Annual Election Meeting, and/or Special Meeting must be in person, not by proxy or otherwise. Except as otherwise provided by the Bylaws, a simple majority of votes shall pass any resolution except in the case of a Special Resolution where a majority of not less than seventy-five percent (75%) is required.
- 9.02** Subject to the provisions of the Act, any questions at the meeting of the Society shall be decided by a show of hands. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is not required or demanded, a declaration by the President of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the Act without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question.

ARTICLE X AMENDMENT OF BYLAWS

10.01 The Bylaws of the Society may be rescinded, altered or added to by Special Resolution passed by a majority vote of not less than seventy-five percent (75%) at an Annual General Meeting of the Society or a Special Meeting at which not less than twenty-one (21) days public notice specifying the intention to propose a Special Resolution has been given.

As defined in the Societies Act, Revised Statutes of Alberta 2000 Chapter S – 14, 1. In this Act,

(d) “special resolution” means (i) a resolution passed

(A) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person

(ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person

RSA 1980 cS-18 s1;1981 cB-15 s284(28)

10.02 Any notice required to be given to a member pursuant to these Bylaws shall be deemed to have been given to all members if published not less than 30 days on the SPKAC website.

ARTICLE XI REMOVAL

11.01 Should any member of the Board, without reasonable cause, absent himself/herself from three (3) or more Board meetings, or, on the basis of the Board, is doing an unsatisfactory job or has been deemed to be a member not in good standing that Board member may be removed from the Board and the position declared vacant. The Board may then appoint a member of the Society to exercise the rights and privileges of the position for the balance of the term of office.

ARTICLE XII INDEMNITY AND PROTECTION OF THE BOARD OF DIRECTORS

- 12.01** Each and every Director shall be deemed to have assumed office on the express condition that every Director, his heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses whatsoever, which such Director sustains or incurs in any action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him in the execution of the duties of his office and also costs, charges and expenses which he may sustain or incur in relation to the affairs of the Association except such costs, charges and expenses as are occasioned by his own fraud, dishonesty, willful neglect or default.
- 12.02** No Director of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodge or deposited or for any lost occasioned by an oversight or error in judgment on his part or for any other loss, damage or misfortune which may happen in the exercise or his respective duties or trust or in relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

DATED at Sherwood Park in the Province of Alberta this 16th day of July A.D., 2002.

Signed by: Dave McReynolds, Barbara Mullen, Buzz Lewis, Jim McAuley, and Lisa MacPherson.

Resolution Dated at Sherwood Park in the Province of Alberta this 13th day of March, 2007

Signed By: Jane Pitchers

Resolution Dated at Sherwood Park in the Province of Alberta this 05th day of March, 2008

Signed By: Diana Labrecque

Resolution Dated at Sherwood Park in the Province of Alberta this 04th day of March, 2009

Signed By: Jane Pitchers

Resolution Dated at Sherwood Park in the Province of Alberta this 3rd day of April, 2012

Signed By: Shauna Paul

Resolution Dated at Sherwood Park in the Province of Alberta this 16th day of April, 2013

Signed By: Dave Schotte

Resolution Dated at Sherwood Park in the Province of Alberta this 16th day of September 2014

Signed By: Dave Schotte

Resolution Dated at Sherwood Park in the Province of Alberta this 18th day of May 2021

Signed By: Dustin MacMillan