

# BYLAWS OF THE ROCKY MOUNTAIN ATHLETIC ASSOCIATION

## ARTICLE 1 - PREAMBLE

In accordance with the Societies Act, *Revised Statutes of Alberta 2000*, as may be amended from time to time, the Rocky Mountain Athletic Association, is hereby established for the purpose of providing recreational sport activities for its members.

### 1.1. The Society Name

The name of the Society is the Rocky Mountain Athletic Association which may also be known or referred to as RMAA.

### 1.2. Purpose

The following articles set forth shall be the Bylaws of the Rocky Mountain Athletic Association. The Association shall be comprised of Members as hereinafter set out and it shall be managed by the Board constituted and governed by these Bylaws.

## ARTICLE 2 – BYLAW ADMINISTRATION

### 2.1. Definitions

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

**“Act”** shall mean the Societies Act, Revised Statutes of Alberta 2000, Chapter S-14 as may be amended from time to time,

**“Board”** shall mean the Rocky Mountain Athletic Association Board as established and governed by these Bylaws.

**“Board Members”** shall mean those Executive Directors that form the Board of RMAA

**“Carstairs Minor Hockey Association”** shall mean the Carstairs Minor Hockey Association as established under the Act and appointed by the RMAA to operate the U5 to U11 hockey program within the following boundaries:

North Boundary – Township Road 31-00 West from Range Road 27-03W4M to Range Road 2- 5W5M

East Boundary – Range Road 27-03 South from Township Road 31-00W4M to Township Road 29- 02W4M

South Boundary – Township Road 29-02 West from Range Road 27-03W4M to Range Road 2- 05W5M

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West Boundary – Range Road 25 (2-05) W5M North from Township Road 29-02W5M to Township Road 31-00 W5M

**“Crossfield Minor Hockey Association”** shall mean the Crossfield Minor Hockey Association as established under the Act and appointed by the RMAA to operate the U5 to U11 hockey program within the following boundaries:

North Boundary - Township Road 29-02 (292) West from Range Road 28- 00 W4M to Range Road 2-05 W5M

East Boundary - Range Road 28-00 (280) South from Township Road 29- 02 (292) W4M to Township Road 280 W4M

South Boundary-Township Road 280 West from Range Road 280 W4M to Range Road 25 W5M

West Boundary - Range Road 25 (2-05) North from Township Road 280 W5M to Township Road 29-02 W5M

**“Didsbury Minor Hockey Association”** shall mean the Didsbury Minor Hockey Association as established under the Act and appointed by the RMAA to operate the U5 to U11 hockey program within the following boundaries:

North Boundary – Township Road 32-00 West from Range Road 26-5W4M to Range Road 3-05W4M

East Boundary – Range Road 26-05 South from Township Road 32-00W4M to Township Road 31-00W4M

South Boundary – Township Road 31-00W4M from Range Road 26-05W4M to Range Road 3-05W5M

West Boundary – Range Road 3-05 North from Township Road 31-00 W5M to Township Road 32-00W5M

**“Executive Director”** means a Member appointed to the Board

**“Good Standing”** shall mean that a Member has paid their appropriate Membership Dues as determined by the Board and has not otherwise been sanctioned or disciplined by the Board as outlined by these Bylaws.

**“Member”** shall mean an individual of the Rocky Mountain Athletic Association, as defined by this Bylaw, that is in Good Standing.

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**“Partner Association”** shall mean the associations comprising the RMAA, specifically the Carstairs Minor Hockey Association, Crossfield Minor Hockey Association, Didsbury Minor Hockey Association and Renegades Minor Hockey Association,

**“Renegades Minor Hockey Association”** shall mean the Renegades Minor Hockey Association as established under the Act and appointed by the RMAA to operate the U13 to U18 hockey program, and when directed by the Board a U11 Elite Program, within the Carstairs Minor Hockey Association, Crossfield Minor Hockey Association and Didsbury Minor Hockey Association Boundaries as outlined within this Bylaw.

**“Special Resolution”** shall mean:

- a. a resolution passed:
  - i. at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
  - ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- b. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- c. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

**“U11 Elite Program”** shall mean a program, as authorized by the Board from time to time, designed for U11 players from all Partner Associations, in an effort to provide for either a more competitive tiered team or for a Hockey Alberta Development Pilot (HADP) team if permitted by Hockey Alberta.

## ARTICLE 3 – GEOGRAPHICAL BOUNDARIES

- 3.1 The boundaries of the Association shall be the culmination of the boundaries for the Carstairs Minor Hockey Association, Crossfield Minor Hockey Association and Didsbury Minor Hockey Association as outlined within Article 2.

## ARTICLE 4 – MEMBERSHIP

- 4.1. Any person that meets the following eligibility may become a member of the RMAA and obtain voting privileges at the Annual General Meeting:

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- a) Reside within the RMAA's Boundaries as outlined in Article 3;
  - b) Be eighteen (18) years of age or older;
  - c) Is the parent or legal guardian to a child who participates in hockey activities under the jurisdiction of the RMAA, including within the Renegades Hockey Association, Carstairs Minor Hockey Association, Crossfield Minor Hockey Association and Didsbury Minor Hockey Association, and has completed the membership requirements of the RMAA along with the payment of any applicable fees,
  - d) Remains in good standing with the RMAA;
  - e) Accepts the terms and conditions of the RMAA including this Bylaw and any associated RMAA Policies and Procedures.
- 4.2 Any Member in good standing is entitled to:
- a) Receive notice of meetings of the RMAA;
  - b) Attend any meeting of the RMAA;
  - c) Speak at any meeting of the RMAA;
  - d) Vote at the Annual General Meeting;
  - e) Vote on any Special Resolutions of the RMAA;
  - f) Exercise other rights and privileges given to Members in this Bylaw;
- 4.3. The Board shall retain full and unfettered discretion to accept or refuse any application for membership to the RMAA. Further the Board shall have the discretion to restrict the rights of any Member as outlined in Section 4.2 as part of a disciplinary action.
- 4.4. Memberships shall become effective on the date of acceptance of the application by the Board.
- 4.5. Members may withdraw their membership at any time by submitting their notice of withdrawal in writing to the attention of the President of the RMAA. This resignation will be effective immediately with all rights and privileges of the RMAA forfeited by the withdrawing Member. The withdrawing Member shall remain in debt to the RMAA for any outstanding charges or fees.
- 4.6. Members may lose their Membership in the following circumstances:
- a) Expulsion by the Board

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- b) Non-payment of Membership within three (3) months following the date the fees are due unless the Member is enrolled in the applicable Association's payment program;
  - c) Withdrawal from the RMAA due to the Member's children being withdrawn from the hockey program offered by the RMAA.
- 4.7 Upon loss of membership as outlined in Article 4.6, the Member shall forfeit all rights and privileges of the RMAA but shall remain in debt to the RMAA for any outstanding charges or fees.
- 4.8 Any Member may be expelled from the RMAA for non-compliance with the objectives, Bylaws, Rules and Regulations, Policies, or ruling of the Board by a resolution passed by two-thirds (2/3) of the Board in a Special Meeting called for that purpose.
- 4.9 No Member shall be expelled without first being notified of the charge or complaint against them and granted an opportunity to be heard by the Board at that respective Special Meeting.

## ARTICLE 5 – BOARD OF DIRECTORS

- 5.1 The Board of Directors is hereby established to govern the operations of the RMAA with the following membership:
- a) Four (4) Executive Directors, which shall also be deemed to be officers of the RMAA for the purposes of the Act.
  - b) Annually, at the first meeting following the AGM, the Board of Directors shall nominate the following positions from amongst the Executive Directors:
    - a) President
    - b) Vice President
    - c) Secretary
    - d) Treasurer
- 5.2 For the purposes of the Act, the following assignments have been delegated:
- a) The Secretary shall be responsible for the preparation and keeping of the minutes of the meetings of the RMAA.
  - b) The Treasurer shall be responsible for keeping the financial records and books for the RMAA.
  - c) The Executive Directors shall be responsible for the execution of contracts for the RMAA after receiving an appropriate resolution of the Board as outlined in this Bylaw.

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- 5.3 All Executive Directors shall be appointed to the Board of Directors by their respective Partner Association. The following members shall comprise the Board of Directors:
- a) Representative of the Carstairs Minor Hockey Association
  - b) Representative of the Crossfield Minor Hockey Association
  - c) Representative of the Didsbury Minor Hockey Association
  - d) Representative of the Renegades Minor Hockey Association
- 5.4 Executive Directors shall remain on the Board until such time that they no longer hold a position on their respective Partner Association Board or until such time that they are replaced by their respective Partner Association. Each Partner Association shall be required to provide written confirmation to the President of each Partner Association as to their appointed representation and any changes to that appointment.
- 5.5 No Executive Director shall receive payment for conducting their duties as a Board Member except for the reimbursement of expenses approved in advance by the Board.

## **ARTICLE 6 – BOARD AUTHORITY / DELEGATION OF AUTHORITY**

- 6.1 The Board has been granted the following authorities:
- a) To conduct the registration process for all players with Hockey Alberta;
  - b) To requisition a surcharge onto each of the Carstairs, Crossfield, Didsbury and Renegades Minor Hockey Associations intended to cover costs associated with the operation of the RMAA, specifically providing remuneration for a Registrar position and Referee Coordinator position;
  - c) To communicate on behalf of the Partner Associations with Hockey Alberta and to handle any processes required by Hockey Alberta on behalf of the Partner Associations;
  - d) To handle player movement requests, based on recommendations from the Partner Associations, within the association between Partner Associations and requests for players to enter or exit the association.
  - e) To hire personnel to handle scheduling of referees on behalf of the Partner Associations;
  - f) To hire personnel to handle the registration process and referee coordination required for the operations of the RMAA.
  - g) To provide expertise or assistance on any matter requested by a Partner Association.
- 6.2 The Board hereby makes the following delegations of authority:
- a) To the Carstairs Minor Hockey Association: The ability to independently operate the U5 to U11 hockey programs within the boundaries of the Carstairs Minor Hockey Association, including the authority to:
    - a. Establish registration fee amounts;
    - b. Secure ice requirements necessary for their operations;

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- c. Designate players to each team within their jurisdiction based on their respective model;
  - d. Select coaches and other personnel relative to their teams;
  - e. Handle disciplinary matters and appeals raised by Members within their Society, except for those that are required to be handled by the RMAA in which they shall have the authority to provide recommendations to the RMAA;
  - f. Develop policies, procedures and programs necessary for the operations of the association that do not contravene any policy, procedure or program of that of the RMAA;
- b) To the Crossfield Minor Hockey Association: The ability to independently operate the U5 to U11 hockey programs within the boundaries of the Crossfield Minor Hockey Association;
- a. Establish registration fee amounts;
  - b. Secure ice requirements necessary for their operations;
  - c. Designate players to each team within their jurisdiction based on a model of their choosing;
  - d. Select coaches and other personnel relative to their teams;
  - e. Handle disciplinary matters and appeals raised by Members within their Society, except for those that are required to be handled by the RMAA in which they shall have the authority to provide recommendations to the RMAA
  - f. Develop policies, procedures and programs necessary for the operations of the association that do not contravene any policy, procedure or program of that of the RMAA;
- c) To the Didsbury Minor Hockey Association: The ability to independently operate the U5 to U11 hockey programs within the boundaries of the Didsbury Minor Hockey Association;
- a. Establish registration fee amounts;
  - b. Secure ice requirements necessary for their operations;
  - c. Designate players to each team within their jurisdiction based on a model of their choosing;
  - d. Select coaches and other personnel relative to their teams;
  - e. Handle disciplinary matters and appeals raised by Members within their Society, except for those that are required to be handled by the RMAA in which they shall have the authority to provide recommendations to the RMAA;
  - f. Develop policies, procedures and programs necessary for the operations of the association that do not contravene any policy, procedure or program of that of the RMAA;
- d) To the Renegades Minor Hockey Association: The ability to independently operate the U13 to U18 hockey programs, and when directed by the Board a U11 Elite Program, within the boundaries of the Renegades Minor Hockey Association;
- a. Establish registration fee amounts;
  - b. Secure ice requirements necessary for their operations;

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- c. Designate players to each team within their jurisdiction based on a model of their choosing;
  - d. Select coaches and other personnel relative to their teams;
  - e. Handle disciplinary matters and appeals raised by Members within their Society, except for those that are required to be handled by the RMAA in which they shall have the authority to provide recommendations to the RMAA;
  - f. Develop policies, procedures and programs necessary for the operations of the association that do not contravene any policy, procedure or program of that of the RMAA;
- 6.3 Each Partner Association shall, in order to remain in Good Standing with the RMAA, amend all applicable governing documents within their control to align with the provisions of this Bylaw and provide proof of same to the RMAA upon request. Further, each Partner Association shall be required to adopt a Code of Conduct policy acceptable to the RMAA and comply with any other policies, procedures or direction of the RMAA.

## ARTICLE 7 – BOARD MEMBER CONDUCT

- 7.1. All Board Members shall avoid any real, or perceived, conflict of interest.
- a) Any Board Members, shall immediately disclose in writing any personal, professional or business activity that may be construed as a potential conflict of interest
  - b) Board Members shall not permit their own interest to conflict in any way with their responsibilities on the Board, nor shall they benefit directly or indirectly from any transaction of the RMAA unless it is to the clear advantage of the RMAA as determined and disclosed by the Board.
  - c) A Board Member shall declare a conflict of interest and abstain from voting on any discussion that is, or may be perceived, to be a conflict of interest.
- 7.2 Board Members are expected to carry out their duties in a manner consistent with this Bylaw, RMAA policies and direction of the Board regardless of their personal beliefs.

## ARTICLE 8 – MEETINGS / MEETING PROCEDURE

- 8.1. Annual General Meeting (AGM)
- a) Annually, the Board shall set the Annual General Meeting for a date prior to the end of May.
  - b) The Board shall provide at least twenty-one (21) days notice of the Annual General

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Meeting to the Members of the RMAA by posting notice on all Partner Association websites with the location and time of the meeting.

- c) Quorum for the Annual General Meeting shall be four (4) Executive Directors and a minimum of ten total Members.
- d) The previous President, or Vice President in their absence, shall chair the Annual General Meeting.
- e) A simple majority shall be required for all motions at the Annual General Meeting with the exception of amendments to this Bylaw, or other decisions required by the Act to obtain support through Special Resolution. A 'seconded' is not required for motions.
- f) The order of business at the Annual General Meeting shall be as follows:
  - a. Call to Order
  - b. Determination of Quorum
  - c. Acceptance of Agenda
  - d. Reports of the Executive Directors
  - e. Financial Statement Presentation
  - f. Unfinished Business
  - g. Budget
  - h. Bylaw Amendments
  - i. New Business
  - j. Adjournment

## 8.2. Regular Meetings

- a) At the first Regular Meeting after the Annual General Meeting, the Board shall establish their meeting schedule for the following year. Meetings shall be scheduled for once per quarter at a location, day and time to be determined by the Board.
- b) Emergent regular meetings may be scheduled by the President. In the event that an emergent regular meeting is called, a minimum of twenty four (24) hours notice to Members is required to be given. No Special Resolutions shall be considered in an emergent regular meeting.
- c) The Board shall advertise their calendar of meetings on each Partner Association Website.
- d) Quorum for a Regular Meeting, or an emergent regular meeting shall be four (4) Executive Directors.
- e) A simple majority shall be required for all motions at a Regular Meeting unless explicitly noted within this Bylaw or the Act. A 'seconded' is not required for Board motions.

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- f) The order of business at a Regular Meeting shall be a rolling agenda that includes the following items, unless determined otherwise by the Board during the Acceptance of Agenda:
  - a. Call to Order
  - b. Determination of Quorum
  - c. Acceptance of Agenda
  - d. Reports of the Executive Directors
  - e. Unfinished Business
  - f. New Business
  - g. Adjournment
- g) A Regular Meeting of the Board may be held virtually. Board Members who participate in this call are considered present for the meeting.
- h) Only Board Members shall be permitted to vote.

## 8.3. Special Meetings

- a) A Special Meeting can be called upon receipt of a written request signed by one third (1/3) of the Board, one third (1/3) of Members in good standing or by the President of RMAA. In the event of a written request, the requester shall provide a list of issues to address at the Special Meeting including any proposed motions for those items.
- b) A Special Meeting shall be held within thirty (30) days following the receipt of a written request.
- c) All Members shall receive notice via Partner Association websites of the Special Meeting including the date, time, location and purpose of the meeting a minimum of twenty one (21) days prior to the meeting.
- d) A simple majority shall be required for all motions at a Special Meeting unless explicitly noted within this Bylaw or required by the Act. A 'seconder' is not required for Board motions.
- e) Only the business for which a Special Meeting has been called shall be dealt with at that meeting.
- f) Only Board Members shall be permitted to vote, except in the event of the consideration of a Special Resolution.
- g) Quorum for a Special Meeting shall be four (4) Executive Directors and a minimum of ten total Members.

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## 8.4 General Meeting Guidelines

- a) Voting by proxy shall not be permitted for any meetings.
- b) The President shall be permitted to vote at a meeting.
- c) A tied vote on any resolution shall be deemed to be a lost motion.
- d) Voting shall be conducted by a show of hands.
- e) All meetings shall be open to the public unless the Board, by majority vote determine that the meeting, or a specific item on the meeting agenda, should be discussed 'in-camera'. Only items that are protected under the Freedom of Information and Protection of Privacy Act, or the Personal Information Protection Act shall be discussed in-camera and the Board shall immediately return to the public forum once the item is discussed.
- f) A majority of the Board present may ask any Member or other persons present, to leave the meeting.
- g) If there is not quorum for any given meeting, the President shall adjourn the meeting to the same time, place and day of the following week.

8.5 The President shall chair all Board meetings, unless delegated by the President to another Executive Director. In their absence, the Vice President shall chair the Board meeting.

8.6 Irregularities or errors done in good faith do not invalidate acts approved by the Board during a meeting of the Board.

## **ARTICLE 9 – AMENDMENTS TO BYLAWS, RULES, REGULATIONS AND POLICIES**

- 9.1. All proposed amendments to the By-laws shall be forwarded in writing to the Board no later than thirty (30) days prior to the Annual General Meeting and made available to all Members by posting on the Partner Associations website not less than twenty one (21) days prior to the Annual General Meeting. Proposed Amendments to Bylaws may also be considered at a Special Meeting called for that purpose as outlined in Section 8.3 of this Bylaw.
- 9.2. By-laws can only be amended by a motion passed by Special Resolution of the Members present at the Annual General Meeting or a Special Meeting called for that purpose.
- 9.3. Only Members of the RMAA shall be permitted to propose amendments to the Bylaws.
- 9.4. RMAA Policies and Procedures may be amended at any Regular Meeting or at a Special

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Meeting as required by the Board from time to time by simple majority.

- 9.5 Where the provisions of these Bylaws are inconsistent with the Constitutions, Bylaws and Regulations of Hockey Canada and/or Hockey Alberta, the Constitution, Bylaws, Regulations and/or Policies of Hockey Canada and/or Hockey Alberta shall prevail.

## **ARTICLE 10 – FINANCES AND FINANCIAL RECORDS**

- 10.1 The fiscal year of the Association shall be from April 1st to the following March 31<sup>st</sup>, both inclusive
- 10.2 All funds of the RMAA shall be deposited in an accredited financial institution authorized by the Board, to an account in the name of the RMAA.
- 10.3 The signing authorities for financial purposes and any contracts or agreements shall be any two of the Executive Directors.
- 10.4 No one with signing authority for the RMAA shall sign a cheque payable to themselves.
- 10.5 Annually, the books of the Association shall be audited by two (2) Members. The Treasurer is ineligible to participate in the annual audit.
- 10.6 A copy of the audit shall be given to the Board at the Annual General Meeting, prior to being sent to the Alberta Corporate Registry.
- 10.7 The books and records of the RMAA may be inspected by any member of the RMAA at the Annual Meeting provided for herein or at any time by arranging a time satisfactory to the Treasurer but within a maximum of fourteen (14) days.
- 10.8 The Board may adopt a seal as the seal of the RMAA. In the event that they do, the Secretary shall have control and custody of the seal unless the Board decides otherwise. The seal of the RMAA can only be used by Executive Directors as authorized by the Board.
- 10.9 For the purpose of carrying out its objects, the RMAA may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by issue of debentures however, this power shall be exercised only under the authority of the RMAA and with the sanction of a special resolution of the RMAA.

## **ARTICLE 11 – DISSOLUTION**

- 11.1 A resolution passed by Special Resolution of the Members present at the meeting shall be required to surrender its certificate of incorporation.

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- 11.2 In the event of the dissolution of the RMAA, all remaining funds will be distributed equally amongst the Partner Associations. Under no circumstances shall the Members, or Board, receive any funds resulting from the dissolution of the RMAA.

Approved on this 25<sup>th</sup> day of April, 2024 at the Town of Carstairs.

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President

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Secretary