



BYLAWS

PEMBINA MINOR HOCKEY ASSOCIATION

REPEALED AND REPLACED ON APRIL 11, 2026

ARTICLE 1. PREAMBLE

- 1.1 The name of this society is Pembina Minor Hockey Association (referred to as “PMHA” and the “Association” in these Bylaws).
- 1.2 PMHA is a member of Hockey Alberta and thereby shall not conflict with Hockey Canada and/or Hockey Alberta’s Constitution/Bylaws. 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.
- 1.3 The following Articles set forth the Bylaws of the Pembina Minor Hockey Association.

ARTICLE 2. MEMBERSHIP

2.1 MEMBERS

Members of the Association (“Members”) are determined as follows:

- a) Any parent or legal guardian, eighteen (18) years of age or older, who has a player registered and is in good standing with PMHA.
- b) Team officials, Coaches, Team Managers, Referees, Board of Directors (“The Board”), Executive Committee members, and any other person that the Board of Directors deem to be a member for the current season who is eighteen (18) years of age or older and is considered in good standing with the Association.

2.2 MEMBER RIGHTS AND RESPONSIBILITIES

Members (as determined in Article 2.1) have the right and responsibility to attend general meetings and are granted voting privileges as outlined in Article 2.4. It is the responsibility of members to behave and conduct themselves in accordance with PMHA’s bylaws, rules, regulations, policies and objectives. Members shall remain in good standing with the Association.

2.3 CHANGES TO MEMBERSHIP

Changes to membership may occur in one of the following manners:

a) Resignation:

If a member of the Pembina Minor Hockey Association wishes to withdraw or resign from membership they must provide written notice to the Board of Directors. The date in which membership will be terminated is the date the resignation was received by the Board of Directors.

b) Expulsion:

A member may be subject to expulsion for the remainder of the current season, or for a longer period of time as determined by the PMHA Board of Directors if one or more of the following occur:

- A member is found to be in breach of Pembina Minor Hockey Association’s bylaws, rules, regulations, policies and/or objectives.
- A member is found to have conduct unbecoming, improper or misaligned with the interests of the Association, as determined by the Board of Directors.
- A member refuses or neglects to pay their annual membership fee(s).

A two-thirds (2/3) majority vote amongst the Board of Directors is required to expel a member of the Association.

2.4 VOTING RIGHTS OF MEMBERS

Each member in attendance and in good standing at a General Meeting of the members is entitled to one vote on any motion. Voting by proxy is not permitted.

2.5 MEMBERSHIP FEES

Membership fees for individuals classified under Article 2.1a shall consist of their player(s) registration fee. All other members as defined in Article 2.1b are exempt from membership fees if they do not have a player in the Association.

Prior to the commencement of each season, the Board of Directors shall determine the registration fee and may amend fee structures or make adjustments at its discretion.

ARTICLE 3. MEETINGS

3.1 ANNUAL GENERAL MEETING

The Association's Annual General Meeting (AGM) of the members will be held on or before June 30th of the current season at the location, date and time determined by the Board of Directors. A notice of the AGM will be sent to member email addresses and posted on the PMHA website at least twenty-one (21) days in advance of the scheduled meeting date.

The AGM is open to all Association members. The following, as appropriate, may be the order of business:

- Call to Order/Welcome
- Roll call of Members
- Approval of Agenda
- Review and Approval of previous AGM meeting minutes
- Reports
- Notices of Motion/Resolutions
- Elections
- Financial Business (income, assets, liabilities)
- Appointment of Auditor/Accountant for the upcoming year
- General Business/New Business
- Adjournment

A quorum for the AGM shall be established when ten (10) voting members in good standing (including members of the Board) are in attendance. Once a quorum is present, all resolutions shall be decided by a majority vote of the Members present and voting, except in cases of special resolutions which require seventy-five percent (75%) majority vote of the Members present and voting.

3.2 GENERAL AND SPECIAL MEETINGS

General and Special Meetings of the members can be called at any time by the Association's President, or by written request from three (3) Board of Director members, or by petition of one third (1/3) of the association members in good

standing clearly stating the reason for calling a Special or General Meeting. A notice of such meeting will be sent to member email addresses and posted on the PMHA website at least twenty-one (21) days in advance of the scheduled meeting date.

A quorum for General and Special Meetings shall be established when ten (10) voting Members in good standing (including members of the Board) are in attendance. Once a quorum is present, all resolutions shall be decided by a majority vote of the Members present and voting, except in cases of special resolutions which require seventy-five percent (75%) majority vote of the Members present and voting.

3.3 MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors are held monthly and may be subject to change from time to time at the discretion of the Board of Directors. A minimum of nine (9) meetings shall occur per calendar year.

A quorum for Board of Director meetings is established when a majority of board members are present in person or by electronic means (video or telephone). Once a quorum is present, all resolutions shall be decided by majority vote of the Board.

ARTICLE 4. DIRECTORS AND OFFICERS

4.1 THE BOARD OF DIRECTORS

The Board of Directors shall consist of the following Directors and Officers:

- President
- Vice President
- Secretary
- Treasurer
- Registration Director
- Game & Conduct Director
- League Representative Director
- Hockey Development Director
- Ice Schedule Director
- Fundraising Director
- Equipment Director
- Referee in Chief
- Past President

The general duties, roles and responsibilities of each Board Member is outlined in Article 4.3. The nomination and election process for the Board of Directors is outlined in Article 4.4.1.

4.2 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall, subject to these Bylaws and any directions given by a majority vote at a General Meeting that is properly called and constituted, have full control and management of the affairs of the Association. The Board establishes and amends policies and procedures to govern the day-to-day operations and specific duties of Directors and Officers. The Board is empowered to discipline members and players, and to manage and handle disputes within the organization. The Board may create, dissolve, appoint, and define any ad-hoc or standing committees it deems necessary to assist in the operations of the Association.

4.3 GENERAL DUTIES OF THE BOARD OF DIRECTORS

PRESIDENT

- Acts as the Chief Officer; chairs all board, general, and annual meetings; Provides strategic leadership and serves as the primary spokesperson for the Association; is the primary representative for PMHA at Hockey Alberta meetings; serves as the primary signing authority for the Association; exercises a casting vote only; elected on odd years.

VICE PRESIDENT

- Supports the President and assumes all presidential duties in their absence or disability; oversees the security of the Association's digital platforms, and the rotation of managerial and administrative credentials; elected on even years.

SECRETARY

- Serves as the official custodian of the Association's records, meeting minutes, corporate filings and bylaws; maintains a current copy of the Association's member registry; responsible for recording and distributing accurate meeting minutes; maintains the Association's website and apps; manages the formal correspondence of the Association; issues official meeting notices in accordance with the Association's bylaws; elected on odd years.

TREASURER

- Exercises financial stewardship for the Association; ensures all monies received are deposited into a registered financial institution designated by the Board of Directors; responsible for accurate accounting of receipts and disbursements; prepares monthly financial reports; ensures all expenditures are authorized in accordance with the Association's financial policies; files annual returns; manages Alberta Gaming Liquor and Cannabis (AGLC) compliance; leads the annual budget preparation; collaborates with the Registration Director to oversee the financial configuration of the sports management software, and generate financial reports; prepare and present a duly audited annual financial statement of the Association at the AGM or Special Meeting of the Members; elected on even years.

REGISTRATION DIRECTOR

- Manages the player registration process and team rosters via the Hockey Canada Registry; ensures all players meet eligibility and residency requirements; ensure all coaches and team officials obtain mandatory training and certification as outlined by Hockey Alberta; mandates screening (ie: criminal record checks, vulnerable sector checks) for team officials, board members, etc. as required by Hockey Alberta; collaborates with the Treasurer to manage the financial configuration of the sports management software; elected on odd years.

GAME & CONDUCT DIRECTOR

- Ensures all players, coaches, team officials and parents adhere to the Association's Code of Conduct; manages suspensions, complaints, and investigations; leads the disciplinary committee; investigates conduct complaints and ensures adherence to Hockey Alberta's Conduct Management guidelines; acts as the Association's official liaison for Hockey Alberta's Game and Conduct Management team; ensures adherence to safety policies within teams and the Association; develops and updates safety policies in alignment with Hockey Canada/Hockey Alberta and presents such to the Board for approval; serves as the Association's risk management officer; works with the Registration Director to ensure all volunteers and staff follow the screening process per Hockey Canada/Hockey Alberta and the Association's policies and requirements; elected on even years.

LEAGUE REPRESENTATIVE DIRECTOR

- Serves as the primary liaison between the Association and external leagues; attends league meetings and communicates tiering, scheduling changes and other relevant information to the Board; attends mandatory league meetings or appoints another qualified Member in their stead; fulfills or oversees fulfillment of league-mandated roles and duties; elected on odd years.

HOCKEY DEVELOPMENT DIRECTOR

- Leads player and coach development initiatives; establishes evaluation criteria for team placement; coordinates coaching clinics; organizes and oversees all sanctioned clinics and specialized training sessions; acts as the primary mentor and resource for coaching staff; devises an annual hockey development budget to present to the Board; researches and monitors emerging trends in the hockey market to continuously improve the Association's athletic programs; ensures adherence to safety policies within teams and the Association; elected on even years.

ICE SCHEDULE DIRECTOR

- Responsible for the equitable allocation of ice time for practices, games, and tournaments in coordination with facility operators; acts as the primary liaison with municipal facilities and private arenas; designs and maintains a master ice schedule; collaborates with the League Representative Director to ensure all home ice league games are appropriately scheduled and validated; collaborates with the Referee in Chief to ensure referees are scheduled for games as required; elected on odd years.

FUNDRAISING DIRECTOR

- Leads and manages the Association's revenue-generating activities and ensures all raffles, 50/50's and other gaming activities comply with Alberta Gaming Liquor and Cannabis (AGLC) regulations; acts as the Association's primary liaison to the AGLC; Manages PMHA's sponsorship and advertising initiatives; organizes the recruitment of volunteers for events; forms and chairs a committee and sub-committee for events subject to Board Approval; collaborates with the Treasurer to ensure that all expenses and fundraising proceeds are accurately tracked, reported, and deposited in accordance with the Association's financial policies; collaborate with the Treasurer to forecast an annual Fundraising budget; elected on even years.

EQUIPMENT DIRECTOR

- Responsible for the procurement, maintenance and secure storage of all Association-owned equipment in accordance with the annual budget; maintains an up-to-date registry of the Association's assets; conducts annual audits of inventory to present to the Board; ensures all equipment meets safety requirements; implements a cleaning and sanitization protocol; oversees the collection and refunding of equipment deposits; manages the replacement cycle of team uniforms; elected on odd years.

REFEREE IN CHIEF (RIC)

- Acts as Pembina Minor Hockey Association's primary representative for the Referee Association; manages the recruitment, training, and scheduling of officials; ensures officials follow the Officials Code of Conduct; reviews written complaints against officials and as required refers cases to the Zone Officials Committee for disciplinary review; serves as an advisor to coaches, parents, and Board of Directors regarding playing rules and regulations; elected on even years.

PAST PRESIDENT

- The immediate Past President serves as an ex-officio for a term of one year following their presidency; provides continuity and guidance on historical policy decisions; may chair the nominating committee for the new Board elections at the AGM.

4.4 APPOINTMENT, ELECTION AND REMOVAL OF DIRECTORS

4.4.1 ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors shall be elected by the Voting Members in good standing at each Annual General Meeting (AGM). To be eligible for an election or appointment, the individual:

- Must be an active Member as outlined in Article 2.1.
- Must not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside of Canada.
- Must be an individual (a corporation cannot be a director).
- Must not be in bankrupt status.

Candidates shall be nominated by a Member of the Association in accordance with the procedures set out by the Nominations Committee. If no nominations are received, the Chairperson may call for nominations on the floor at the AGM. The election of Directors may occur by secret ballot or by show of hands as determined by the Chairperson, unless a secret ballot is requested by any Member. The person elected only becomes a Director if they are present at the meeting and do not refuse the appointment, or if they provide written consent to accept the position within ten (10) days of election.

All Directors and Officers will serve a two (2) year term except the Past President who will serve a one (1) year term as ex-officio. Directors and Officers terms are staggered to ensure continuity amongst the Board and ultimately within the Association. With the exception of the Past President, a Director or Officer shall be eligible for re-election for successive terms, without limit, provided they continue to meet the eligibility requirements of the Association.

4.4.2 VACANCIES & APPOINTMENTS

The Board of Directors is authorized to address any casual vacancies occurring mid-term, or any positions remaining unfilled following the Annual General Meeting through one of the following actions:

- a) Internal Consolidation – The board may, by resolution, redistribute and consolidate the essential duties of the vacant office among the remaining Board Members to ensure operational continuity.
- b) Member Appointment – The Board may appoint any Member in good standing who meets the eligibility requirements to fill the vacancy for the remainder of the current term.

4.4.3 REMOVAL OF DIRECTORS

Any Director or Officer of the Board of Directors may be removed from office before the expiration of their term by Special Resolution at a Special Meeting or General Meeting of the Members called and properly constituted (as outlined in Article 3.2). Furthermore, a Director or Officer who fails to attend three (3) consecutive meetings of the Board shall be deemed to have resigned their position, creating a casual vacancy (as outlined in Article 4.4.2), unless the Board passes a resolution to waive this requirement in a specific instance. The Director or Officer in question must be given a fair opportunity to hear the allegations and present a defense before a vote is taken.

4.5 REMUNERATION & VOLUNTEER CREDITS

4.5.1 REMUNERATION

No Director or Officer shall receive any direct or indirect remuneration, profit, or financial gain for services rendered in their capacity as a Director or Officer of the Association, except as specifically provided herein. Directors and Officers may be reimbursed for reasonable out-of-pocket expenses properly incurred by them in the performance of their duties, as approved by the Board. In such cases, the Director or Officer requesting the reimbursement shall abstain from voting on the matter.

4.5.2 VOLUNTEER CREDITS

Notwithstanding Article 4.5.1 the Association may award a Volunteer Credit to individuals upon successful completion of specific service roles. The Volunteer Credit is not a cash payment and has no cash value; it is a non-transferable reduction of registration fees for the current or immediate subsequent season.

A Volunteer Credit of one-hundred dollars (\$100.00) shall be awarded for each distinct role served as:

- a) An Edmonton Oilers 50/50 Volunteer
- b) An AGLC Casino Volunteer
- c) An Officer or Director of the Board who has maintained a minimum attendance record of eighty percent (80%) for all scheduled board meetings.

In the event an individual holds multiple positions (ie: a Board Member must fill two positions due to a vacancy) that individual shall be entitled to two (2) separate Volunteer Credits for each distinct role (ie: \$200.00). The maximum Volunteer Credits that can be accumulated per individual or family unit shall not exceed the cost of one (1) full registration fee per season.

ARTICLE 5. BORROWING POWERS

The Board may borrow a sum, not to exceed fifteen thousand dollars (\$15,000.00), as necessary to carry out the objects of the Association. Any amount over this must be approved by a special resolution of the Members at a Special General Meeting or the Annual General Meeting.

ARTICLE 6. INSPECTION OF RECORDS AND AUDITS

6.1 MEMBER REQUESTED INSPECTIONS

Members in good standing are entitled to inspection of the Association's books and records at the AGM, or at the registered office of the society with reasonable notice and at a time that is satisfactory to the Officer in charge of them. Each Member of the Board shall have access to the books and records at all times.

6.2 AUDITS

The Association's financial statements shall be audited annually by a qualified Accountant, or by two non-signing Members elected for that purpose at the AGM. A completed financial statement must be presented to the Members at the AGM. The fiscal year end of the Association shall be April 30th.

ARTICLE 7. INDEMNITY OF DIRECTORS

The Association shall indemnify and hold harmless every Director and Officer, and their representatives against all costs, charges, and expenses reasonably incurred in any civil, criminal, administrative, or investigative proceedings, including settlements, arising from their service to the Pembina Minor Hockey Association. This indemnity applies only if the individual acted honestly and in good faith in the best interests of the Association and had reasonable grounds to believe their conduct was lawful.

The Association shall maintain Directors and Officers (D&O) Liability insurance to support these indemnification obligations.

ARTICLE 8. SOCIETY SEAL

The society does not have a seal. If a seal is ever adopted by the Board of Directors, it shall be kept in the custody of the Secretary and shall not be used except when authorized by a resolution of the Board.

ARTICLE 9. BYLAWS AMENDMENTS

The Bylaws may be rescinded, altered or added to by a special resolution at a General Meeting or Special Meeting called and constituted as outlined in Article 3.2.

ARTICLE 10. DISSOLUTION

Should the Association dissolve, all assets shall be donated to one or more non-profit organizations.