



RICHARDSON PIONEER WEYBURN RED WINGS

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WEYBURN & DISTRICT JUNIOR HOCKEY ASSOCIATION INC. BYLAWS

All amendments were approved by the Weyburn Red Wing Board of Directors on July 11th, 2023.

1. TITLE

1.1. The name of the corporation is Weyburn & District Junior Hockey Association Inc., hereinafter referred to as the "Organization".

2. ACTIVITIES AND AFFAIRS

2.1. The activities and affairs of the organization shall be:

(a) The organization and operation of a Junior "A" Saskatchewan Junior Hockey Team in the City of Weyburn, Saskatchewan.

(b) To encourage the development of players as sportsmen and citizens; to provide the finest possible hockey entertainment to Weyburn and area; and to operate an organization which will bring credit to the City of Weyburn.

(c) To organize and operate such fund raising or other projects as may be deemed advisable in the operation of the organization.

(d) The purpose of the Board shall be to promote and develop the sport of hockey among youth in the community, to provide a safe and positive environment for players, coaches, and parents, and to foster good sportsmanship and teamwork.

3. NOT FOR PROFIT

3.1. The purpose of this organization shall be not for profit. No part of the income of the organization shall be paid or payable to or otherwise available for the personal benefit of any Member of the organization.

4. MISCELLANEOUS

4.1. Definitions. In these Bylaws, the following terms shall have the following meanings:

(a) "**Act**" means The Non-Profit Corporations Act, 1995 (Saskatchewan), as from time to time amended or substituted.

(b) "**Annual General Meeting**" means the annual general meeting of the organization.

(c) "**Articles**" means the articles attached to the certificate of incorporation or continuance of the organization as from time to time amended or restated.

(d) "**Board**" or "Board of Directors" means the board of directors of the organization.

(e) "**Bylaws**" means these bylaws and all other bylaws of the organization from time to time in force and effect.

(f) "**Director**" means a member of the Board of Directors.

(g) "**Honourary Member**" means a member appointed pursuant to section 5.1 (b) of these Bylaws.

(h) "**Member**" means a member accepted by the Board as a member of the organization in accordance with these Bylaws and shall include both Regular Members and Honourary Members.

(i) "**Officer**" means an officer of the organization elected in accordance with these Bylaws.

(j) "**SJHL**" means the Saskatchewan Junior Hockey League.

4.2 Conflict with Bylaws. To the extent of any conflict between the provisions of the Bylaws and the provisions of the Act or the Articles, the provisions of the Act or the Articles shall govern.

4.3 Invalid Provisions. The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

5. MEMBERSHIP

5.1 Admission of Members. Membership of the organization is open to all interested persons subject to the qualifications and requirements set out herein. There shall be two classes of membership:

(a) Regular Membership. Any entity or person over the age of eighteen years may apply to become a Member of the organization by submitting an application for membership, including payment of the prescribed initial membership fee and annual membership fee, to the organization. The organization may, in its absolute discretion, approve or refuse the application or renewal of any Member for any reason. Members must sign a Code of Conduct annually.

(b) Honourary Membership. At any Annual General Meeting the Members may, upon recommendation by the Board, elect a person who has made a substantial contribution in promoting the activities of the organization as an honorary life member of the organization. Honourary Members shall be entitled to vote at all Member meetings, but shall be exempt from the payment of membership fees.

5.2 Application of Bylaws. Each Member shall abide by the Bylaws of the organization and the organization's Code of Conduct.

5.3 Membership Rights. Members shall be entitled to the following rights:

(a) Upon special request to the President, members have the right to attend regular meetings of the Board, but not take part in any of the proceedings, unless requested to do so by the President.

(b) The right to attend and vote on all issues brought forward at the Annual General Meeting of the organization.

(c) The right to be considered for election as a Director of the organization if he/she has completed the application process and signed the Code of Conduct.

(d) Such member rights as are stipulated in the Act.

5.4 Membership Fees. Initial and annual membership fees shall be established and approved by the Board from time to time. All Members of the organization, except Honourary Members, shall pay an initial membership fee and membership fees on an annual basis in addition to signing the Code of Conduct. Annual membership fees shall be payable by April 30 for the following year, unless otherwise determined by the Board.

5.5 Resignation / Membership. Any Member may withdraw from the organization at any time by written notice to the Board. Upon withdrawal, such Member shall not be entitled to a refund of any portion of membership fees paid.

5.6 Termination of Membership. The Board of Directors can suspend or expel any members of the organization for:

(a) Failure to pay annual membership fees pursuant to section 5.4;

(b) Failure to comply with the Articles or Bylaws;

(c) Committing, or allegedly committing, unsportsmanlike or improper conduct at any of the activities of the organization or any other similar organization;

(d) Committing any other form of gross misconduct, in any location; or

(e) For any other reason determined by the Board which complies with the Act; or

(f) Violation of Code of Conduct

Provided that notice of expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion and the Member who is the subject of the proposed expulsion must be given an opportunity to be heard at a Board meeting before being put to a vote.

5.7 Transfer of Membership. Membership in the organization shall not be transferable or assignable.

6. BOARD OF DIRECTORS

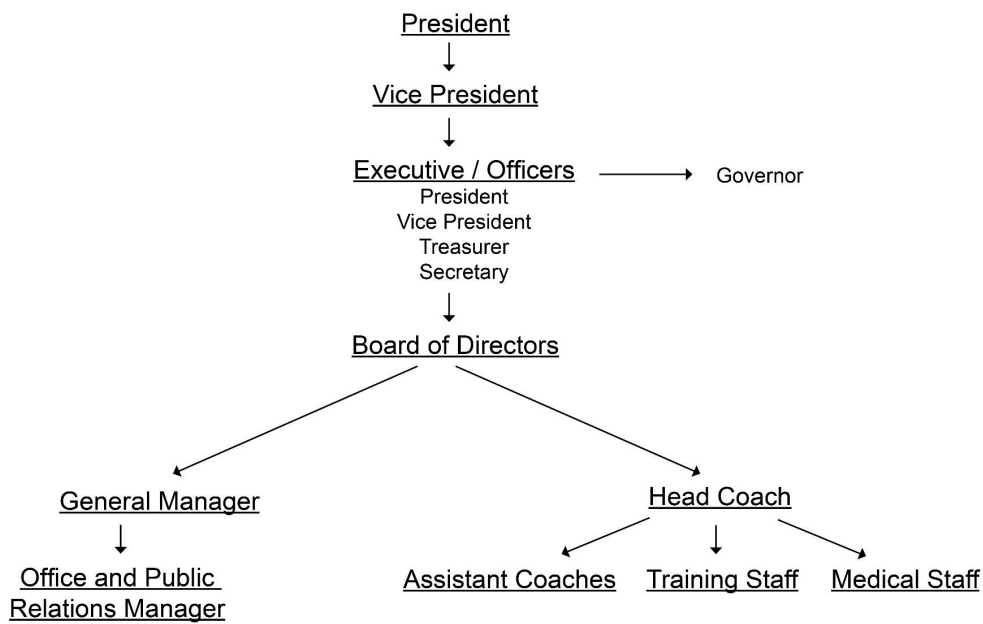
6.1. Election of Directors. A Board of Directors shall be elected to conduct the affairs of the organization and direct its policies, activities and general management. The Directors shall be elected in the following manner:

(a) Application for nominations for Director positions may be made by members 30 days prior to the Annual General Meeting or when a vacant position is available. All nominees must be active members.

(b) Members will vote on the nominees for the Directors by show of hands unless a ballot is requested. If there are more than two (2) nominees, the nominees with the highest number of votes will win. If a tie occurs, the candidate with the fewest votes will be eliminated and a new vote will occur.

(c) After the successful nominees are announced, in case of a secret ballot, a motion calling for the destruction of the ballots shall be invited.

(d) A maximum of ten (10) and a minimum of five (5) Directors shall be elected from the membership of the organization, and shall constitute the voting Board of Directors of the organization and shall attend to the achievement of the overall activities of the organization.



6.2. Term. The Directors shall be elected for a 2-year term at the Annual General Meeting. Approximately three Directors, or such number as the Board may determine necessary, will be elected each year on a rotating basis.

(a) The term of elected Directors shall commence immediately following the Annual General Meeting at which they are appointed.

(b) Directors having served their two-year term shall be eligible for re-election. Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

6.3 Reimbursement of Expenses. The Board of Directors shall serve without remuneration but shall be entitled to reimbursement of expenses incurred in the course of their duties with prior written approval of the Board of Directors.

6.4 Director Responsibilities.

(a) All business shall be transacted at a Board meeting at which a quorum is present and the Secretary shall keep minutes which shall record all actions taken.

(b) All contracts and agreements, and any expenditures of the organization which are in excess of the amount approved by the Board of Directors in the annual budget for the organization, must be approved by the Board of Directors.

(c) All personnel involved in the Weyburn Red Wings organization shall annually sign a Code of Conduct.

(d) Directors are expected to take an active role in assisting the President and Committee Chairpersons in undertaking the various projects of the Organization. Directors are encouraged to become involved with the various committees of the Organization.

6.5 Resignation / Termination of Directors. A Director ceases to hold office when he or she:

(a) Ceases to be an active Member of the organization;

(b) By notice in writing to the Board of Directors, resigns from office; or

(c) Is removed from office for any reason by the majority of the Board of Directors meeting; or

(d) Breaks Code of Conduct - at the discretion of the Board of Directors.

6.6 Filling Vacancy.

(a) In the event that a vacancy occurs mid-term and there is a quorum of directors, the remaining Directors may either (i) continue to exercise all of the powers of the Board or (ii) appoint a director to fill the vacancy for the remainder of the existing term or until the next Annual General Meeting.

(b) If there is no quorum of Directors or the number of Directors falls below the minimum number of directors, as per 6.1(d) the remaining Directors must call a special meeting of the members for the purpose of electing Directors to fill the vacancies.

7. LEAGUE GOVERNOR

7.1 Appointment. The Board of Directors shall appoint a League Governor and an Alternate League Governor to the SJHL for a one-year term. The League Governor or Alternate League Governor will be appointed from the Board of Directors.

7.2 Reporting. The League Governor or Alternate League Governor shall report to the Board of Directors at the Board meeting following any SJHL meeting which is attended by the League Governor or Alternate League Governor. The League Governor shall report to the Members at the Annual General Meeting, or such other times as may be required by the Board.

8. OFFICERS

8.1 Election of Officers.

(a) Subject to the requirements of the Act, the Board may elect Officers as it deems appropriate. The Officers of the organization shall consist of the President, Vice-President, Secretary, and Treasurer.

(b) The Officers shall be elected by the Board of Directors within fourteen (14) days following the Annual General Meeting at which the Directors are elected, or at such other time as the Board may determine.

(c) 75% of active Board of Directors must be present when voting in officers.

8.2 Duties. The duties of the Officers shall include:

(a) The President shall preside at meetings of the Board of Directors, regulate the order of business and perform such other duties as per President job description. The president shall create committees and appoint committee members. The president shall be the spokesperson for the organization to the media and at public gatherings. The President should get the consensus of opinion from the Board of Directors or Executive, on the issue in advance. The President shall give a report of the activities of the year at the Annual General Meeting.

(b) The Vice-President shall in the absence or incapacity of the President, perform the duties of the President and from time to time such other duties as may be assigned by the President which reflects job description. The Vice-President shall also perform such other duties as may be requested from time to time by the Board.

(c) The Secretary shall make reports to the Board of Directors on a monthly basis, keep accurate minutes of the Board of Directors, and perform other duties as may be assigned by the President which reflects job description. The Secretary shall also perform such other duties as may be requested from time to time by the Board.

(d) The Treasurer shall make financial reports to the Board of Directors on a monthly basis, and perform other duties as may be assigned by the President which reflects job description. The Treasurer shall also perform such other duties as may be requested from time to time by the Board.

8.3 Term. The term to which each Officer is elected shall be one year, running to the next scheduled Annual General Meeting, or such other date as may be determined by the Board.

8.4 Re-Election. Incumbent Officers shall be eligible for re-election provided that they are a member at time of re-election.

9. COMMITTEES

9.1 Member Committees. The President appoints Directors to committees as the Board shall deem appropriate. The Committee chair can appoint community volunteers to any such committees. Any committee appointed shall perform such duties and exercise such powers as are delegated to them by the Board of Directors and shall give advice and make non-binding recommendations to the Board. The committees may include but are not limited to:

- (a) Executive Committee - President, Vice President, Treasurer, Secretary
- (b) Audit and Finance Committee - President, Treasurer, General Manager, Office & Public Relations Manager
- (c) Hiring Committee - Must contain 3 Officers and 1 Director.
- (d) Events / Community Relations Committee (Fundraisers)
- (e) Volunteer / Game Day Committee
- (f) Billet Coordinator Committee:
- (g) Education Committee
- (h) Team Store Committee

9.2 The Board of Directors shall have the right to recall the appointment of any such committee, or any Member appointed to such committee.

9.3 The President of the organization shall be an ex-officio member of all committees and shall be entitled to vote on each committee.

9.4 Committee Chair. The Board may appoint a committee chair to lead each committee. The Committee Chair shall provide a written report at each meeting of the Board. The Committee Chair shall not make any financial commitments on behalf of the organization without first receiving written authority from the Board of Directors.

9.5 Audit and Finance Committee. An audit and finance committee will be appointed in compliance with the requirements of the Act.

10. MEETINGS

10.1 Meetings of Members.

(a) An Annual General Meeting of the organization shall be held within six (6) weeks of receiving the audited financials at such time and place as shall be decided by the Board of Directors. The Annual General Meeting shall be for the purposes of, among others, electing Directors and presenting the audited financial statements.

(b) The Board of Directors may call a special meeting at any time and shall be required to convene a special meeting of the organization when requested to do so in writing by a minimum of five (5) percent of the Members with a right to vote at the meeting of Members sought to be held.

(c) Notice of a meeting of Members must be given:

- (i) directly to each Member entitled to vote at the meeting, each Director, and the organization's auditor at least fifteen (15) days prior to the meeting;
- (ii) by advertisement in a local newspaper circulated at least three (3) consecutive weeks preceding the meeting;
- (iii) in a publication of the organization that is sent to all of its Members not less than fifteen (15) days prior to the meeting; or
- (iv) by any other method as approved by the Board of Directors and is in compliance with the Act.

(d) Fifty percent plus one of Members or twenty (20) Members (whichever is less) shall constitute a quorum of any meeting of the Members of the organization.

(e) The Board of Directors may convene a general meeting of the Members of the organization for the transaction of business as may arise from time to time.

10.2 Board of Director Meetings.

(a) Regular meetings of the Board of Directors shall be held monthly or at the direction of the President.

(b) The President shall also call a meeting of the Board of Directors within two (2) weeks of being requested to do so by a majority of the Directors.

(c) A majority of Directors shall constitute a quorum for any Board meeting.

(d) Notice of meetings of the Board of Directors shall be given to the Directors at least two days prior to the date of each meeting, provided however, that the Directors may meet on regular dates without notice where made by unanimous consent by those present.

10.3 Voting.

(a) Voting at a meeting of Members is by show of hands except for:

- (i) The election of Directors, if requested, can be completed by secret written ballot; or
- (ii) When a Member requests a poll on any question, in which case the vote shall be conducted by secret written ballot.

(b) In the case of a tie vote, the President does not have a second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution will not pass.

(c) Each Member shall only be entitled to one vote regardless of the number of membership interests purchased.

(d) Voting by proxy is not permitted.

10.4 IN-CAMERA MEETINGS – The Board believes in conducting its business in a transparent manner; however, the Board may hold a meeting or portion of a meeting in-camera to exclude any person from participating in that meeting or portion thereof.

In-camera meetings should be limited to situations where holding the meeting with management or any other non-Board member present would result in the release of a) information that might impair the ability of the organization to carry out its responsibilities, or b) information relating to the personal interest, reputation or privacy of any person.

The following rules shall govern the conduct and use of all in-camera meetings:

1. The Board may:
 - a. Schedule, through resolution, an in-camera meeting at a time and place agreeable to the Board; or
 - b. Recess, through resolution, a meeting in progress for the purpose of meeting in-camera and, if necessary, return, through resolution, back to the meeting.
2. The purpose of holding an in-camera meeting shall be to:
 - a. Identify and resolve internal problems and factions of the Board;
 - b. Discuss personal information that has been brought to the Board about an identifiable individual (i.e. Consideration for a position as an officer, employee or agent; investigations; or complaints etc.);

- c. Assess the professional competency, performance or conduct of an individual whose appointment, hiring, performance or discharge is being considered;
 - d. Handle approaches from/to third parties;
 - e. Consider matters related to the safety, security, protection or acquisition of the organization property;
 - f. Discuss the competency, performance or conduct of individual Board members or of the entire Board.
 - g. Discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where disclosure would be likely to prejudice or disadvantage the position of the organization in that litigation;
 - h. Review important SJHL policies and their implications for the organization;
 - i. Avoid disclosure of specific law enforcement matters such as current or proposed investigations, inspection or auditing techniques or schedules, which if disclosed would enable law violators to avoid detection; and/or
 - j. Engage in confidential or privileged communications between the organization and its auditor or its solicitor whether as solicitor client privilege or litigation privilege.
3. Attendance at an in-camera meeting shall be limited to:
 - a. Members of the Board; and
 - b. Other person(s) at the invitation of the Board.
 4. For scheduled in-camera meetings, confidential agendas and background/briefing information shall be prepared and provided to Board members and management (if included in the session).
 5. The normal order of business for an in-camera meetings shall be as follows:
 - a. Motion to move in-camera
 - b. General purpose; and
 - c. Motion to return from an in-camera meeting.
 6. In-camera meetings shall be strictly confidential
 - a. Discussion and debate shall not be repeated outside the meeting
 - b. Board members shall refrain from taking notes during in-camera sessions; and
 - c. The President will be responsible for speaking with management (if excluded from the session) immediately following the meeting to relay the relevant (where appropriate) discussion.
 7. The decisions made in an in-camera meeting and, where appropriate, the factors considered in determining to hold the meeting in-camera should be recorded in separate meetings of the Board and shall consist of:
 - a. The place of the meeting and date of the meeting;
 - b. Beginning time;
 - c. Those persons in attendance;
 - d. Who served as chair and secretary;
 - e. General synopsis of business conducted;
 - f. The text of all resolutions;
 - g. Any formal objections of directors; and
 - h. Time of adjournment.

Minutes of any in-camera meeting should be distributed to those who participated in the Meeting and after their approval should be kept confidential and separately with any materials considered at the Meeting unless it is determined that the in-camera factors no longer apply, in which case they should become part of the records in the ordinary course.

11. CONFLICT OF INTEREST AND CONFIDENTIALITY

11.1 Conflict of Interest. In accordance with the Act, Directors and Officers must notify the Board of situations where a conflict of interest might exist in the execution of duties related to the organization and abstain from voting where required by the Act. This may include, but is not limited to, a potential financial gain or personal involvement to an extent that judgment could be influenced.

11.2 Confidentiality. Each Director and Officer is required to keep all information acquired in the course of performing his or her role as a Director and/or Officer of the organization confidential except for any such information that a majority of the Board expressly authorizes may be shared. Each Director and Officer is required to sign a Code of Conduct and acknowledges that unauthorized statements will adversely affect the interests of the organization and will result in termination of membership.

12. FINANCIAL

12.1 The Board of Directors may borrow money upon the credit of the organization up to an amount as approved from time to time by the Board of Directors and upon such terms as may be deemed just, and may hypothecate, mortgage, charge, or pledge, any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, or franchise of the organization, to secure liability of the organization.

12.2 All prior year financials must be presented and approved by the Members at the Annual General Meeting.

12.3 Profits, if any, arising from donations or other income of the organization shall be applied exclusively in promoting the objects and operations of the Weyburn Red Wings organization.

12.4 No payment of any dividend, profit or gain of any kind shall be made to any of the Members, Officers, or anyone associated with the organization.

12.5 Banking arrangements shall be made by the Finance and Audit Committee. For the purposes of financial transactions, signing authority at the Corporation's financial institution shall be any one of the President, Vice-President or Treasurer when the expenditure falls within the approved budget. Coach/GM and Office Manager shall have the authority to make purchases on their credit cards when it falls within approved budget limits. Monies spent outside of the approved annual budget must be subject to the approval of the Board of Directors.

12.6 Auditors shall be appointed by the Members of the organization each year at the Annual General Meeting.

12.7 The fiscal year of the organization is June 1st - May 31st.

12.8 Any Member of the organization may, following submission of a written application to the President and Secretary, examine the following:

- (i) the articles and bylaws of the organization; (ii) AGM minutes of meetings and resolutions of Members; (iii) copies of all notices of change of directors, as required by the Act; (iv) a securities register that complies with the Act; and (v) a register of Members names entitled to vote.

13 BYLAWS AND CONSTITUTION

13.1 On being admitted to membership, each Member is entitled to request, and the organization must give the Member without charge, a copy of the Constitution and Bylaws of the organization.

13.2 Proposed amendments to the Constitution and Bylaws must be proposed in writing and made available to the Board of Directors at least thirty (60) days prior to the Annual General Meeting. These bylaws may be amended by a two-thirds vote of the Directors at any regular or special meeting.

13.3 The proposed amendments will be given to the members at least thirty (30) days prior to the Annual general meeting. Subject to the provisions of the Act, the Constitution and Bylaws of the organization shall not be altered except by Special Resolution of the Members passed at an Annual General Meeting.

13.4 Upon adoption amendments to these bylaws shall become effective immediately.

These bylaws shall be the governing document of the Weyburn Red Wings organization. All Directors of the Board and members shall be bound by these bylaws and shall work to uphold the purpose and goals of the organization.