



# 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 May 24th, 2022.

### 1. TITLE

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

### 2. ACTIVITIES AND AFFAIRS

2.1. The activities and affairs of the Club 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 Club.

### 3. NOT FOR PROFIT

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

### 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 Club.

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

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

(e) "**Bylaws**" means these bylaws and all other bylaws of the Club 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 Club in accordance with these Bylaws and shall include both Regular Members and Honourary Members.

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

(j) "**Regular Member**" means a member appointed pursuant to section 5.1(a) of these Bylaws.

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

(l) "**Special Resolution**" shall mean a resolution passed by a majority of not less than two thirds of the votes cast by the Members who voted respecting that resolution or signed by all the members entitled to vote on that resolution.

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 Club 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 Club by submitting an application for membership, including payment of the prescribed initial membership fee and annual membership fee, to the Board. The Board may, in its absolute discretion, approve or refuse the application of any Member for any reason.

(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 Club as an honorary life member of the Club. 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 Club.

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

(a) The right to attend and participate in all decisions at any meeting of the Members of the Club, including the power to vote on all issues as brought forward at such meetings.

(b) The right to be considered for election as a Director and/or an Officer of the Club if he/she is in good standing with the Club.

(c) 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 Club, except Honourary Members, shall pay an initial membership fee and membership fees on an annual basis. Annual membership fees shall be payable by April 30 for the following year, unless otherwise determined by the Board.

5.5 Resignation of Membership. Any Member may withdraw from the Club 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 may suspend or expel any Member by Special Resolution of the Board of Directors 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 Club 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;

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 the Special Resolution is put to a vote.

5.7 Transfer of Membership. Membership in the Club shall not be transferable or assignable. In the event of the death of a Member, the said membership interest may, with the approval of the Board of Directors, be purchased by the Club at the original cost of the said membership interest to the deceased Member.

## 6. BOARD OF DIRECTORS

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

(a) Nominations for Director positions may be made by Members at the Annual General Meeting. All nominees must be Members in good standing with the Club.

(b) Members will vote on the nominees and the election of Directors shall be by secret ballot. 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, 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 Club and, subject to section 6.1 (e), shall constitute the voting Board of Directors of the Club and shall attend to the achievement of the overall activities of the Club.

(e) Officers shall be elected by the Board of Directors as provided in section 8.1. As long as the President, Vice-President, ~~Secretary-Treasurer~~ **Secretary and Treasurer** positions are held by unpaid volunteers, such Officers shall have full voting rights on the Board of Directors. Should the President, Vice-President, and/or ~~Secretary-Treasurer~~ **Secretary and Treasurer** position become a 'paid' position, voting rights for such positions shall cease.

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 ~~Treasurer~~ shall keep minutes in which shall be recorded all actions taken.

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

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

(a) Ceases to be a Member of the Club;

(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 Members at a special meeting.

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 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 required in section 7.1, 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 may be appointed from the Board of Directors or the membership of the Club.

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 Club shall consist of the President, Vice-President, Secretary-Treasurer.

(b). The Officers shall be elected by the Board of Directors from among the Members 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.

### 8.2 Duties. The duties of the Officers shall include:

(a) The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings of the Members and all meetings of the Board of Directors and shall perform such other duties as usually pertain to the office of President, including signing all documents which require the signature of the President of the Club. The President shall also perform such other duties as may be requested from time to time by the Board.

(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. The Vice-President shall also perform such other duties as may be requested from time to time by the Board.

~~(c) The Secretary-Treasurer shall make financial 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. The Secretary-Treasurer 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. 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. 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 Members in good standing at the time of re-election.

## 9. COMMITTEES

9.1 Member Committees. The Board may create and appoint Members to committees as the Board shall deem appropriate. Any such 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) Public Relations, Advertising and Promotions;
- (b) Marketing and Sponsorship;
- (c) Fund raising;
- (d) Billet Coordinator;
- (e) Game Day Operations;
- (f) Audit and Finance;
- (g) Hockey Operations; and
- (h) Governance, Management, and Resource and;

- (i) Membership;

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 Club 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 Club 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 Club shall be held within six (6) weeks of **receiving the audited financials the fiscal year end**, 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 Club 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 Club'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 Club 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 in good standing or twenty (20) Members (whichever is less) shall constitute a quorum of any meeting of the Members of the Club.

(e) The Board of Directors may convene a general meeting of the Members of the Club 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 which shall be conducted by secret written ballot; or
- (ii) When a Member demands 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 Chair does not have a casting or 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.

## **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 Club 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 Corporation confidential except for any such information that a majority of the Board expressly authorizes may be shared. Each Director and Officer acknowledges that unauthorized statements will adversely affect the interests of the Corporation.

## **12. FINANCIAL**

12.1 The Board of Directors may borrow money upon the credit of the Club 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 Club, to secure liability of the Club.

12.2 All capital budgets 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 Club shall be applied exclusively in promoting the objects and operations of the Junior "A" hockey team.

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 Club.

12.5 Banking arrangements shall be made by the President and ~~Secretary~~ Treasurer. All Club monies shall be banked, and all disbursements shall be made by cheques, signed by two of the President, Vice-President, or ~~Secretary~~ Treasurer.

12.6 Auditors shall be appointed by the Members of the Club each year.

12.7 The fiscal year of the Club shall be determined at the discretion of the Board.

12.8 Any Member of the Club who is in good standing may, following submission of a written application to the ~~Secretary~~ Treasurer, examine the following:

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

## **13 BYLAWS AND CONSTITUTION**

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

13.2 Subject to the provisions of the Act, the Constitution of the Club shall not be altered except by Special Resolution of the Members passed at an Annual General Meeting.

13.3 Proposed amendments to the Constitution must be proposed in writing and forwarded to the Board of Directors at least thirty (30) days prior to the Annual General Meeting.

13.4 Notice of a meeting of Members, at which a proposal to amend the Articles or Bylaws is to be considered, is to be sent out with the proposed amendment.

ENACTED by the Board in accordance with the Act on the 24 day of May, 2022.



\_\_\_\_\_ President - Jamie Blunden



\_\_\_\_\_ Vice-President - Ray Jarvis

CONFIRMED by the Members in accordance with the Act on the \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_ President - Jamie Blunden