

Lloydminster Minor Hockey Association

Bylaws

July, 2025

A. Introduction

A.1 **Purpose.** These Bylaws relate to the general conduct of the affairs of the Lloydminster Minor Hockey Association, a society operating under Alberta's *Societies Act* to provide a community benefit by delivering programs that support amateur sport through a broad-based volunteer community organization directed and controlled by Albertans who serve without payment while providing this benefit.

A.2 **Definitions.** The following terms have these meanings:

Act – the *Societies Act*, RSA 2000, c.S-14, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted therefor, and as may be amended from time to time;

Annual General Meeting – the annual general meeting of the members required by s.25 of the Act;

Auditor – a certified public accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Society for a report to the Members at the next Annual Meeting;

Board or *Board of Directors* – the Board of Directors of the Society;

Chair – the President of the Society;

Committee – any committee of the Board established by the Directors;

Days – will mean days including weekends and holidays;

Director – an individual elected or appointed to serve on the Board;

LMHA or the *Society* – Lloydminster Minor Hockey Association;

Lead Executive – an individual identified by the Board as the staff person who is an individual responsible for the administration of the Society and any such other responsibilities as

determined by the Board and may include but is not limited to a CEO, Executive Director, or other designation;

Member – has the meaning given to it in Part B of these Bylaws;

Officer – an individual elected or appointed by the Board to serve as an Officer of the Society;

Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;

President – the Director elected by the Board to serve in the office of president;

Society or *LMHA* – Lloydminster Minor Hockey Association;

Special Meeting – a meeting of the Members other than the Annual General Meeting;

Special Resolution – a resolution passed by a vote of not less than 75% of the votes cast on that resolution.

A.3 **Registered Office.** The registered office of the Society shall be in the City of Lloydminster in the Province of Alberta at such address as the Board may, by Ordinary Resolution, determine.

A.4 **Corporate Seal.** The Society will not have a corporate seal.

A.5 **No Gain for Members.** The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

A.6 **Ruling on Bylaws.** Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Society.

A.7 **Conduct of Meetings.** Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

A.8 **Interpretation.** Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

B. Membership

B.1 **Membership.** The Society's membership (collectively, the "**Members**") is limited to those who have been approved by the Board for membership in the Society and whose membership has not terminated or been terminated and who are in good standing with LMHA.

B.2 **One Class of Membership.** There shall be one (1) classes of membership in LMHA consisting of the following:

1. registered players;
2. registered coaches, assistant coaches, managers, and trainers;
3. LMHA's Directors; and
4. any other individuals approved for membership by the Board.

B.3 **Voting Rights.** Each Member is entitled to one (1) vote at meetings of the Members. A Member is entitled to only one (1) vote no matter how many ways that individual may qualify as a Member.

B.4 **Members Under the Age of Eighteen (18).** Where a Member is under the age of eighteen (18), that Member's membership rights and obligations shall be exercised and fulfilled on their behalf by a parent or legal guardian. This includes the right to vote. However, (i) no Member who is also a parent or guardian shall exercise more than one (1) vote even if that parent or guardian also qualifies themselves as a Member, and (ii) no parent or guardian shall exercise more than one (1) vote even if that parent or guardian has more than one child who is a Member under the age of eighteen (18).

B.5 **Acceptance of Members.** No candidate for membership will be accepted as a Member of the Society unless:

- (a) The candidate member has made an application for membership in a manner prescribed by the Board;
- (b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- (c) The candidate member has paid membership and any other fees as prescribed by the Board;
- (d) The candidate member has satisfied to the Board that any condition of membership with respect to any application for membership in the Society; and
- (e) The candidate member has been approved by Ordinary Resolution as a member by the Board or by any committee or individual delegated this authority by the Board.

B.6 **Admission of New Members.** The Board may, in its discretion and upon criteria that the Board deems appropriate in the circumstances, admit new Members. The Board may establish policies, procedures, and conditions for the acceptance of new Members.

B.7 **Duration.** Membership is accorded on an annual basis, subject to renewal in accordance with these Bylaws. The Board shall establish the dates of the membership year.

B.8 **Renewal.** Membership renewal is not automatic. No Member will be renewed as a Member of the Society unless the Member has made an application for membership renewal in a manner prescribed by the Board, the member is a Member in good standing at the time of applying for membership renewal, and the Member's application is accepted by the Board.

B.9 **Membership Fees.** Membership fees will be determined annually by the Board.

B.10 **Membership is Non-Transferable.** Membership in the Society is not transferable.

B.11 **Members' Rights.** All Members who are in good standing and not under suspension have the right (i) to receive notices of Members' meetings, (ii) to attend Members' meetings. (iii) to appoint the Society's auditor, (iv) to amend the Society's bylaws, (v) to elect the Society's directors, (vi) to submit proposals for inclusion on the agenda of Members' meetings, and (vii) to exercise all other rights and privileges arising from the Act.

B.12 **Members in Good Standing.** All Members are in good standing other than a Member that:

- (a) has ceased to be a Member;
- (b) has not complied with these Bylaws and/or the policies, procedures, rules and regulations of the Society;
- (c) fails to pay when due, annual membership fees or any other debt owing to the Society and the Member is not in good standing so long as the debt remains unpaid;
- (d) has been suspended or expelled or is currently subject to disciplinary investigation or action by the Society;
- (e) has not completed and remitted all documents required by the Society.

B.13 **Effect of Not Being in Good Standing.** A Member who is not in good standing loses all rights of membership with the Society. A voting Member not in good standing may not vote at any Members' meeting or otherwise assign its vote(s) by proxy.

B.14 **Discipline and Suspension.** The Board shall have the power to discipline or suspend, any Member that breaches or violates the Act or any bylaw, policy, rule, or code of conduct, including discipline by fine, suspension, or termination of membership. The Board may also suspend a Member that fails to fulfill its financial obligations to the Society or is deemed by the Board to have brought the sport into disrepute. The Society may enact policies with respect to discipline and suspension procedures, including policies setting out notice requirements, decision making process, and rights of appeal.

B.15 **Effect of Suspension.** A suspended Member shall lose its rights as a Member of the Society, including the right to vote at any Members' meetings of the Society, while such suspension remains in effect. A suspended Member awaiting the result of an appeal retains its rights to vote at any Members' meeting.

B.16 **Termination.** A Member's membership in the Society terminates upon:

- (a) the expiration of the Member's term of membership;
- (b) the Member not being in good standing for twelve (12) months;

- (c) the resignation or death of a member who is an individual;
- (d) the expulsion of the Member in accordance with these Bylaws.

B.17 Effect of Termination. Loss of membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Society but does not relieve that Member from its financial obligations to the Society, other Members, or anyone else to whom the Member may have a financial obligation for which the Society may be liable.

B.18 May Not Resign. A Member may not resign from the Society when the Member is subject to a disciplinary investigation or action by the Society.

C. Members' Meetings

C.1 Types of Meetings. Meetings of Members will include Annual General Meetings and Special Meetings.

C.2 Annual General Meeting. The Annual General Meeting will be held after the end of the Society's fiscal year end in a timely manner in accordance with the Act.

C.3 Notice for Annual General Meeting. Public notice should be given thirty (30) days in advance of the Annual General Meeting but in any event not less than fourteen (14) days and not more than sixty (60) days in advance of the Annual General Meeting. Notice may be made by text, email, and/or by posting all relevant information on the Society's website.

C.4 Special Meetings. Special Meetings of the Members may be called at any time by (i) the Board by way of Ordinary Resolution, or (ii) the Members, by way of a written petition of not less than one-third (1/3) of the Members in good standing, which petition shall set out the reason for requisitioning the meeting.

C.5 Notice for Special Meetings. Public notice should be given thirty (30) days in advance of a Special Meeting but in any event not less than fourteen (14) days and not more than sixty (60) days in advance of the Special Meeting. Notice may be made by text, email, and/or by posting all relevant information on the Society's website. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting. No matters other than those specifically set out in a petition or in the notice of a Special Meeting may be considered at such meeting.

C.6 Location and Date. The Society will hold meetings of Members at such specific dates, times, and places in Alberta as determined by the Board.

C.7 **Meetings by Electronic Means.** A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility.

C.8 **Participation in Meetings by Electronic Means.** Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

C.9 **Quorum.** Twenty-five (25) Members shall constitute a quorum at any meeting of the Members, including an Annual General Meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

C.10 **Annual General Meeting Business.** The Annual General Meeting shall be held on a day and at a place fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days before the Annual General Meeting, with a copy of the approved financial statements and the audit or financial review engagement report required by the Act. The business transacted at the Annual General Meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the Auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the Auditor or a person to conduct a review engagement for the coming year;
- (f) election of directors; and
- (g) such other or special business as may be set out in the notice of meeting.

C.11 **Business at Annual General Meetings.** No other item of business may be raised by a Member at an Annual General Meeting unless a Member has given notice to the Society of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual General Meeting.

C.12 **Chair of Member Meetings.** The President and Chair of the Board shall also preside as the Chair at all meetings of the Members, including Annual General Meetings. The Chair may designate an alternate to serve as chair at any meeting of the Members. In the absence of the Chair or the Chair's designee, those Directors in attendance may select the Chair. If no Directors are in attendance, the Members present shall choose the chair for the meeting.

C.13 **Voting.** Business arising at any Members' meeting shall be decided by Ordinary Resolution unless otherwise required by the Act or these Bylaws provided that each voting Member shall be entitled to one (1) vote at any meeting. Votes shall be taken by a show of hands among all Members present. An abstention shall not be considered a vote cast. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a casting vote. If there is a tie vote upon written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

C.14 **No Proxy Voting.** Proxy voting is not permitted.

C.15 **Persons Entitled to be Present.** The only persons entitled to attend a Members' meeting are the Members (or where a Member is under the age of eighteen (18), the parents or legal guardians of the Member), the Board, the Auditor or the person who has been appointed to conduct a review engagement of the Society, if any, and others who are entitled or required under any provision of the Act or the articles or these Bylaws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

C.16 **Email and Text Notice is Acceptable.** Any notice required to be sent to any Member or anybody else entitled to receive notice pursuant to the Act may be delivered in the traditional form or electronically, including by email or text or as may be otherwise developed. Materials relevant to the notice may also be posted by the Society on the Society's website.

C.17 **Error or Omission in Giving Notice for Members' Meeting.** Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any individual.

D. Directors.

D.1 **Composition of the Board.** The Board shall consist of eighteen (18) Directors:

- President
- Vice-President
- Vice-President of Hockey Operations
- Vice-President of League Operations
- Discipline

- Treasurer
- Twelve (12) Directors at Large

D.2 **Eligibility.** Directors must be a Member in good standing and not be a coach, member, administrator, director, volunteer, employee, or contractor with any competing league during the normal September to March winter hockey season. Any Member in good standing who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, or who is not otherwise precluded by the Act, may be nominated for election or appointment as a Director. To be qualified to be nominated for the position of President or Vice President, the individual must have served a minimum of a two-year term within the last three years on the Board of Directors or have served a two-year term on the Elite Hockey Board Committee.

D.3 **Nomination.** The Board has primary responsibility for identifying nominees to the Board. A Member in good standing may nominate themselves or any other Member in good standing for election as a Director. Each nomination should include the written consent of the nominee by signed or electronic signature and be submitted to the Society not less than ten (10) days prior to the Annual General Meeting.

D.4 **Nominations from the Floor.** There shall be no nominations from the floor unless there are no candidates for an open position. Nominations from the floor for the election of Directors are permitted only if there are fewer nominated candidates than available Board positions. Any person elected as a Director after having been nominated from the floor must consent to serve as a Director.

D.5 **Incumbents.** Individuals currently on the Board wishing to be re-elected must provide notice to the Society at least thirty (30) days prior to the Annual General Meeting.

D.6 **Circulation of Nominations.** Valid nominations will be circulated to all Members prior to the election of Directors.

D.7 **Term and Rotation.** The election of Directors will take place at each Annual General Meeting on a rotational basis with nine (9) Directors each being elected for terms of two (2) years each year, subject to the need to fill any vacancies or implement a transition to this rotation.

Elected at an AGM in an even year:

- President
- Vice-President of Hockey Operations
- Treasurer
- Six (6) Directors-at-Large

Elected at an AGM in an odd year:

- Vice-President
- Vice-President of League Operations
- Discipline
- Six (6) Directors-at-Large

D.8 **Director Elections.** Elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- (a) Equal Number of Nominations and Available Positions – Winners declared by acclamation.
- (b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the available positions have been filled. In a case of a tie between the final available position, a run-off(s) vote will be conducted for the tied candidates.

D.9 **Terms.** Elected Directors will serve terms according to their electoral cycle and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

D.10 **Term Maximum.** Directors will serve up to a maximum of ten (10) years.

D.11 **Resignation.** A Director may resign from the Board at any time by presenting their notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board. If a Director is subject to a disciplinary investigation or action of the Society, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

D.12 **Vacate Office.** The office of any Director will be vacated automatically if the Director resigns, is found by a court to be incapable, becomes bankrupt or is declared insolvent, or dies.

D.13 **Removal.** An elected Director may be removed (i) by Special Resolution of the voting Members at an any General Meeting of the Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting, or (ii) upon the failure to attend two (2) consecutive board meetings without the approval of the President, Vice-President of Administration, or the Vice-President of Hockey Operations. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

D.14 **Suspension.** A Director may be suspended pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, by Special Resolution of the Board provided the Director has been given notice of and the opportunity to be heard at such meeting.

D.15 **Vacancy.** Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next meeting of the Members at which time the members will fill the vacancy.

D.16 **Remuneration.** No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society, as approved by the Board of Directors.

D.17 **Lead Executive.** The Lead Executive, if any, shall attend and participate in all meetings of the Board but is not entitled to vote.

D.18 **Powers.** Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.

D.19 **Managing the Affairs of the Society.** The Board may make policies and procedures to manage the affairs of the Society in accordance with the Act and these Bylaws.

D.20 **Discipline.** The Board may make policies and procedures relating to discipline of Members and Participants and will have the authority to discipline Members and Participants in accordance with such policies and procedures.

D.21 **Dispute Resolution.** The Board may make policies and procedures relating to management of disputes within the Society and all disputes will be dealt with in accordance with such policies and procedures.

D.22 **Employment of Persons.** The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society, including specifically a Lead Executive and supporting staff. The Board may also terminate any such employment or engagement as it sees fit.

D.23 **Borrowing Powers.** The board may borrow money upon the credit of the Society as it deems necessary:

- (a) from any bank, Society, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.

D.24 **Duty.** A Director of the Board shall act honestly and in good faith and in the best interest of the Society and exercise the care, diligence, and skill of a reasonably prudent person in exercising their powers and performing their function as a Director. Nothing in any contract, the Constitution, these

Bylaws, or the circumstances of their appointment relieves a Director from the duty to act in accordance with the law or liability that by virtue of a rule of law would otherwise attach them in respect and negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Society.

E. Directors' Meetings

E.1 Call of Meeting. Meetings of the Board of Directors shall be called by the President or any other three (3) Directors and will be held any time and place as determined by the Board of Directors.

E.2 Notice. Notice served other than by mail, of Board meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

E.3 Number of Meetings. The Board will hold not less than six (6) meetings per year and more regularly as may be required to ensure the appropriate operation and governance of the Society. The Board shall establish a schedule for its meetings.

E.4 Quorum. A quorum for any meeting of the Board shall be nine (9) Directors.

E.5 Voting. Each Director is entitled to one vote. Voting will be by a show, verbally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise required by the Act or these Bylaws.

E.6 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Society, or who is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall, or who stands to benefit directly or indirectly from anything being considered by the Board, shall fully disclose any such conflict to the Board. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which such matters are discussed, nor shall such Director vote on any resolution to approve anything arising with respect to such matters.

E.7 Closed Meetings. Meetings of the Board will be closed to Members and the public except by invitation of the Board.

E.8 Meetings by Telephone. A meeting of Directors may be held by telephone conference call provided that either (i) a majority of the voting Directors consent to a meeting by teleconference, or (ii) a meeting by teleconference has been approved by resolution passed by the Directors at a meeting of Directors. Any Director who is unable to attend a meeting of Directors may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

E.9 **Meetings by Other Electronic Means.** The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- (a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) Each Director has equal access to the specific means of communications to be used;
- (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

E.10 **Email and Text Notice is Acceptable.** Any notice required to be sent to any Director or anybody else entitled to receive notice pursuant to the Act may be delivered in the traditional form or electronically, including by email or text or as may be otherwise developed. Materials relevant to the notice may also be posted by the Society on the Society's website.

E.11 **Error or Omission in Giving Notice of Directors' Meeting.** Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any individual.

F. Officers

F.1 **Officers of the Society.** – The Society's Officers shall include the following:

- (a) President;
- (b) Vice-President;
- (c) Vice-President Hockey Operations;
- (d) Vice-President League Operations;
- (e) Discipline;
- (f) Treasurer; and
- (g) such other officers as may be determined by the Board.

F.2 **Duties of the Officers.** The Board shall establish specific responsibilities for each Officer.

F.3 **Delegation of Duties.** At the discretion of the Officer and with the approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or Committee of the Society, or to another Director.

F.4 **Other Officers.** The Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

F.5 **Powers.** All Officers shall sign such contracts, documents or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

F.6 **Removal.** An Officer may be removed by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

F.7 **Remuneration.** The Officers shall not receive any stated remuneration for their services but shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Society, and in attending any meeting of the Society, as approved by the Board.

G. Committees of the Board

G.1 **Board Committees.** The Board has the authority to establish Committees to help guide it and assist with the operation and governance of the Society.

G.2 **Committee Composition.** The Board may appoint any individual to any Committee as it deems appropriate, and has the discretion to appoint to a Committee any individual it believes would benefit the Society. Committee members need not be Directors or Members.

G.3 **Removal.** The Board may at any time remove any individual from any Committee.

G.4 **Committees Are Only Advisory Bodies.** Notwithstanding the creation of any Committee and the delegation of any responsibility to any Committee, the Board at all times retains authority with respect to all such matters. While Committees facilitate efficiency in the conduct of the Society's affairs, Committees do not replace the Board's ultimate responsibility for all such matters.

G.5 **Executive Committee.** The Executive Committee is a smaller working group of the Board and shall be comprised of the Officers set out in Part F of these Bylaws. The Executive Committee advises the Board and is subject to the Board's direction and control.

G.7 **Nominations Committee.** A Nominations Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board. The Nominations Committee should have an odd number of members. The Nominations Committee's recommendations need not be approved by the Board. The Nominations Committee must not include any Director up for election. The Nominations Committee shall work to identify nominees who would bring valuable skills and

experience to the Society and who would represent the Society's stakeholders with the objectives establishing a Board that is respected, credible, and representative.

G.8 Other Committees. The Board may establish other committees to deal with specific areas of concern to the Board.

G.9 Terms of Reference. The Board shall provide and approve terms of reference for all Committees.

G.10 Remuneration. Committees members shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Society, and in attending meetings of the Society. All committee members shall be subject to removal from their duties as committee members by a majority vote of the Board.

H. Financial Matters and Corporate Records

H.1 Banking. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Society shall be placed for safekeeping.

H.2 Financial Year. The financial year of the Society ends on April 30th in each year or on such other date as the Board may from time to time by resolution determine.

H.3 Signing Officers. The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society. The Board will have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

H.4 Borrowing Powers. In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

H.5 Appointment of Auditor at Annual General Meeting. If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an Annual General Meeting, to hold office until such auditor is reappointed at a subsequent Annual General Meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

H.6 Annual Financial Statements. The Society shall send to the Members (i) a copy of the annual financial statements, or (ii) a summary of those financial statements along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The Society may fulfill its obligations in this regard by making the audited financial statements and related

information available on its website. The Society is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

H.7 Inspection of Books and Records. LMHA's books and records may be inspected by any Member in good standing upon fourteen (14) days' notice to the Board. The books and records shall be made available at the Society's registered office at a mutually agreed time.

I. Protection of Directors and Others

I.1 Protection of Directors, Executive Officers, and Others. No Director, Executive Officer, Committee member, or employee of the Society is liable for the acts, neglects or defaults of any other Director, Executive Officer, committee member, or employee of the Society or for joining in any receipt or for any loss, damage or, expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Society's articles and bylaws and exercised their powers and discharged their duties in accordance with the Act.

I.2 Insurance. The Society is authorized to maintain insurance that protects the Directors, Executive Officers, Committee members, and employees against all risks associated with the proper exercise of their duties, should the Directors elect to maintain such insurance.

J. Conflict of Interest

J.1 Conflict of Interest. A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and as the case may be, refrain from voting or speaking in debate on such contract or transaction, refrain from influencing the decision on such contract or transaction, and otherwise comply with the requirements of the Act regarding conflict of interest.

K. Amendment of Bylaws

K.1 Members Amend Bylaws. Subject to the provisions of the Act, the Society's bylaws may be amended by the Members by Special Resolution at any meeting of the Members.

L. Dissolution

L.1 **Dissolution.** Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or not-for-profit organizations the objects of which are beneficial to the Lloydminster community.

M. AGLC Compliance

M.1 **Compliance.** Notwithstanding anything to the contrary set out in these Bylaws, the Directors shall have the authority to take any action required to ensure that the Society complies with all requirements set out by Alberta Gaming, Liquor and Cannabis so that the Society may raise funds through programs facilitated or regulated by AGLC.

N. Adoption of These Bylaws

N.1 **Approval.** These Bylaws were approved by the Board at a meeting of the Board duly called and held on _____.

N.2 **Ratification.** These Bylaws were ratified by Special Resolution of the Members of the Society at a meeting of the Members duly called and held on _____.

N.3 **Repeal of Prior Bylaws.** In ratifying these Bylaws, the Members repealed all prior bylaws of the Society provided that such repeal does not impair the validity of any prior action done pursuant to the repealed bylaws.

END OF DOCUMENT