



Windsor AAA Zone By-Laws

Revision Date: June 2024

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BY-LAW NO.1

A by-law relating to the conduct of the affairs of the Windsor AAA Zone. Windsor AAA Zone Herein referred to as Windsor Junior Spitfires (W.J.S.).

BE IT ENACTED as a by-law of Windsor AAA Zone as follows:

1. DEFINITIONS

1.1 In this By-law and all other by-laws and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means Windsor AAA Zone (or such other name as the Association may in the future legally adopt);
- (b) "Board" means the Board of Directors of the Association.
- (c) "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt);
- (d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- (e) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (h) "ALLIANCE" means Minor Hockey Alliance of Ontario;
- (i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- (j) "W.J.S" means Windsor Junior Spitfires. Originally known as the Windsor AAA Zone operating as Windsor Junior Spitfires (W.J.S.)
- (k) "Members" means all classes of membership in the Association as provided for in section



(l) “AGM” means Annual General Meeting of members of the Association.

(m) “Member in Good Standing” means a member as identified in Section 5.1 who is currently not sanctioned by W.J.S or ALLIANCE and; whose membership fees are paid in full with no outstanding arrears owed to W.J.S and/or ALLIANCE; and who is not in default of returning any belongings or property of W.J.S. Any member of the W.J.S commencing legal action against the Association will be suspended from all W.J.S activities until such legal action has ceased.

(n) “Eligible Individual” shall be defined as per ALLIANCE player categories.

(o) “Membership Fees” are fees paid to the Association and may include but not be limited to registration, travel fees, & gate fees.

1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other bylaws and Resolutions of the Association.

2. REGISTERED OFFICE / BOUNDARIES AND SEAL

2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping.

2.2 The registered head office of the Association shall be in the City of Windsor, in the province of Ontario and thereafter as the Association may from time to time determined by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.



3. MISSION OF THE ASSOCIATION

3.1 W.J.S shall be an advocate for, and promoter of, 'AAA' hockey and on an ongoing basis to further the development of 'AAA' hockey programs by encouraging the highest degree of sportsmanship and fair treatment amongst all its members and participants/players.

More particularly, W.J.S objective is to maintain and further advance a 'AAA' Hockey program for the benefit of eligible resident players of Windsor 'AAA' zone centre's as follows:

Windsor AAA zone/
W.J.S centre's:

Windsor Minor Hockey Association
LaSalle Minor Hockey Association
Riverside Minor Hockey Association

Vision Statement:

To be the preferred destination for AAA hockey players in Windsor-Essex County by providing a holistic and quality athlete development experience led by our core competencies.

4. AFFILIATIONS

4.1 The Association shall have the following affiliations:

The W.J.S shall be comprised of hockey players from the following centres: Lasalle, Windsor Minor Hockey Association, Riverside and other centres as designated by the Member Partner of the OHF. Teams will be composed of players from these centres, selected at try-outs prior to the season's start.

- (a) shall be a member of the ALLIANCE;
- (b) Ontario Hockey Federation (OHF), being the provincial body of authority;
- (c) Hockey Canada (HC), being the national body of authority

- (d) may from time to time be affiliated with other organizations as determined by the Board of Directors, The Association shall make an effort to operate in co-operation with their Affiliates.



5. CLASSES OF MEMBERSHIP

5.1 There shall be three (3) classes of Membership in the Association:

- (a) Active Membership;
- (b) Custodial Parent/Guardian Membership;
- (c) Special Membership.

5.2 One Person — One Class of Membership. (As explained in section 6.1(d))

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

a) Active Membership: Active Members shall include all elected members or directors or officials and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

(a) Custodial Parent/Guardian Membership:

Custodial Parent/Guardian members shall include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. The Custodial Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. 1 vote total per Custodial Parent/ Guardian and 2 votes total per family.

(b) Special Membership:

(i) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by any Member of the Association and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members will have no vote but may attend members meetings and by invitation, meeting of the Board and Committees of W.JS.



(ii) Life Membership:

Life Members shall include any member having been a member in good standing for 10 years. Persons may also be given consideration for life membership before 10 years. Life members shall not be entitled to all privileges of active members, or as determined by the President.

(iii) Volunteer Auxiliary Membership:

Volunteer Auxiliary Members shall include any individual who volunteers in various ways to promote or assist the W.J.S in various functions approved and endorsed by the W.J.S Board of Directors. All nominations for Volunteer Auxiliary membership shall be submitted in writing by an active member, or by a Director of the Association.

(c) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare themselves prior to the start of any meeting of the membership and advise the chairperson of the membership class they wish to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

6.2 Membership List:

Subject to Section 6.7 herein, the Registrar shall prepare and maintain a list of current Active Members, Custodial Parent/Guardian Members and Special Members. This list shall be kept and updated as necessary and made available to all Directors. Such a list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Special Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.



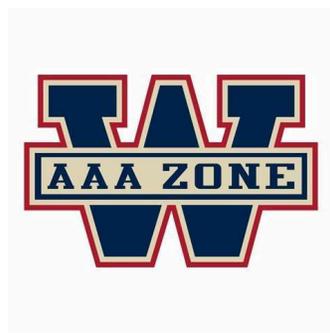
6.4 Termination

- (a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the Board at the next meeting of the board.
- (c) Members whose Membership fees are in arrears for a period of three (3) months may at the discretion of the Board of Directors be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Registrar shall inform those concerned of this suspension in writing
- d) Members whose conduct is considered by the Board to be contrary to the stated W.J.S Code of Conduct and/or the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association.

If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

6.5 Membership Fees

Membership fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances, which will be prorated from date submitted in writing



6.6 Right to Vote

All Active Members, Custodial Parent/Guardian Members and Lifetime Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

6.7 Record Date

Individuals, who are Members of the Association and players that turn 18 at least 35 days in advance of any General meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members: The Annual General Meeting shall be held in the Spring of each year, at the Head Office of the Association or elsewhere in Ontario as the Board of Directors may determine, or on such days as the said Directors shall appoint, for the transaction of at least the following, to be set out in the agenda of such Annual General Meeting;

- (a) approval of the agenda;
- (b) approval of the minutes of the previous Meeting of the Membership;
- (c) receiving reports of the activities of the Association during the preceding year;
- (d) receiving information regarding the planned activities of the Association for the current year;
- (e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- (f) appointment of the Auditor for the ensuing year;
- (g) consideration of any proposed amendments to the Letters Patent or by laws of the Association;



- (h) transaction of any business which relates to the business of the Meeting referred to the above, and particulars of which are received in writing by the Secretary of the Association 15 days prior to the Annual General Meeting
- (i) election of the new Board.
- (j) New Business.

7.2 Additional General Meetings of Members:

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice:

(a) Annual General Meeting;

Notice of the Annual General Meeting, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be emailed to all Members at the last known email address recorded for such Members in the records of the Association. Such notice shall be posted in all Association Arenas and or on the W.J.S website and social media at least thirty (30) days prior to the date of the Meeting.

(b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be mailed to all Members at the last known email address recorded in the records of the Association. Such notice shall be posted in all Association Arenas and or on the W.J.S website and social media at least fifteen (15) days prior to the date of the Meeting.

(c) Error or Omission in Notice;

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional

General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.



7.4 Quorum:

A quorum for an Annual General Meeting or General Meeting shall consist of all members in attendance.

7.5 Voting Procedures:

- (a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the by laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- (b) The Chair (President) presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote.
- (c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair, the by laws or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments:

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.



7.8 Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair. The President will be chair and in their absence the Vice President of Hockey Operations shall be the chair.

8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- I. shall be eighteen (18) or more years of age;
- II. shall not be an undischarged bankrupt or of unsound mind;
- III. shall be a past or present Member of the Association, in good standing, at the time of
- IV. their election;
- V. shall remain a Member of the Association, in good standing, throughout their term of office.
- VI. shall be able to provide a clean & approved Vulnerable sector Check;
- VII. no more than 2 members of an immediate family (i.e. living in the same household.)
- VIII. can be elected or appointed to a position on the Board of Directors during the same term.
- IX. If an immediate family application is brought forward to the executive committee, it would be reviewed for approval by the Board of Directors and brought forward.

The President and or elected Vice President of Hockey Operations must have served on the Board for at least three (3) years immediately prior to election to either of these positions.

(b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of a minimum of twelve (12) elected Directors and (7) appointed positions/Directors.

(c) Term of Office:

- a. The President, Executive Vice President, Vice President shall be elected or appointed for a three-year term with a maximum of two consecutive terms in the position unless the position is not filled as per the election procedures.



- b. All other Directors shall be eligible to be elected or appointed for three (3) consecutive terms each and shall not be eligible for election or appointment to the same Director position for a fourth. consecutive term unless the position is not filled as per the election and appointment.

 - c. The elected Directors shall hold Office until the Annual General Meeting held approximately two (2) years after the Directors are elected

 - d) Appointment for Competency Based Positions; The position of “Vice-President of Hockey Operations”, “Treasurer”, “Director of Conflict Resolution”, “Registrar” “Secretary”, “Director of Player Experience” and “Director of Coaching” shall be appointed by the Board of Directors, upon receiving an application to fill such vacancy or upon receiving a resignation. The criteria for appointment shall be determined and set by the Board of Directors. A selection committee which shall be chaired by the President and consist of no less than 3 additional members of the Board of Directors as appointed by the Board at a duly constituted Board meeting. This selection committee will be available to all members of the Board interested in participating. The selection committee will make a motion to the board with their recommendations. Approval of such a motion shall require a fifty percent plus one (50% plus 1) majority in a ballot conducted at the meeting. If in the best interest of the W.J.S, the appointment may be terminated early, as per Section 9.5 of the By- Law, and a new appointment made.
- b) Change in Number of Directors;
- a. The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with two thirds ($\frac{2}{3}$) quorum of the current active membership of the Association.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

Nominations: The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available and posted on our website each year from the Secretary thirty (30) days prior to the AGM. A Nomination Form must be completed by all nominees. Such completed form must be delivered to the Secretary, or completed online within fifteen (15) days of the AGM.

9.2 Board Positions

The Board shall consist of the following;

- Immediate Past President
- President (Chair) - Position commencing in odd calendar years.
- Vice President of Hockey Operations - Position commencing in even calendar years.
- Secretary - Position commencing in even calendar years.
- Treasurer - Position commencing in odd calendar years.
- Director of Coaching - Position commencing in even calendar years.
- Director of Conflict Resolution - Position commencing in odd calendar years.
- ALLIANCE Representative/ Registrar - Position commencing in even calendar years.
- Director of Fundraising and Marketing- Position commencing in odd calendar years.
- Director of Communication - Position commencing in even calendar years.
- Director of Officials- Position commencing in an odd calendar.
- Ice Scheduler - Position commencing in odd calendar years.
- Director of Player Experience - Position commencing in even calendar years.
- Director at Large - Position commencing in odd calendar years.
- Director at Large - Position commencing in even calendar years.

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post on the Association website, and or the Association website, a listing of all individuals who have been nominated for election to the Board 10 days prior to the AGM. Such listing shall identify what positions each nominee is seeking election for.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated position by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The application deadline will be clearly identified and not be less than fifteen (15) days from the initial posting. The Board shall appoint a replacement Director within forty-five (45) days after the Board position was vacated. The vacated position will be available to be filled at the end of the current year following the election or appointment procedures.

9.5 Termination:

(a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least two thirds ($\frac{2}{3}$) cast at a General Meeting of Members may remove any Director before the expiration of their term of office, and, by a majority of the votes cast at that Meeting, may elect any person in their stead for the remainder of their term. (Pursuant to 7.2 Additional General Meetings of Members.)

(b) Absenteeism

Unless otherwise determined by the Board with consideration to mitigating factors (incapacity, illness etc), the absence of a Director from three (3) Board Meetings in a calendar year or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings may be deemed to be a resignation of the said Director from the Board unless otherwise approved by the president.

(c) Resignation

A Director of the Board may resign their Directorship by submitting a letter of resignation to the President of the Association.

(d) Removal for Cause

The Board, by resolution approved by two thirds ($\frac{2}{3}$) of the Directors present, may remove any Director for cause before the expiration of their term of Office for the following:

- (i) Failure to complete duties as stated in the By-law or the Rules of Operation;
- (ii) Failure to uphold the Philosophy, Core Values, Mission, Vision, and objectives of the Association; or any conduct deemed by the Board to be unbecoming of a Member;
- (iii) Contravening any section(s) of the Abuse and Harassment Policy;
- (iv) Failure to remain a Member in good standing.

10 RESPONSIBILITIES

10.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, by laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such places as the President or, in their absence, the Vice-President of Hockey Operations, may from time to time determine. The Board shall meet no less than ten (10) times per year.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President of Hockey Operations in the absence of the President or on a petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

- (a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

- (b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- (c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent in writing to the Meeting being held in their absence.

10.4 Error in Notice

No reasonable error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6 Quorum

A quorum for a Board Meeting shall be 50% +1 (one) of the current Directors. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at a Board Meeting, excluding the Chair, shall be entitled to one vote. The Chair shall have a vote in the event of a tie vote.

10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every motion. Every motion shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

In lieu of expenses incurred by directors while performing their duties (local area mileage, gas, phone, etc.), eligible directors, at the end of their one (1) year of service, will be entitled to a stipend not to exceed the maximum cost of one child's/ward's base registration for that year, or defined by the President. This will be done annually, upon review of available funds and approval by the board. If the director does not have a child registered with the association, they may assign their stipend to another member's registration, or take a partial cash stipend, not to exceed the maximum cost of registration.

10.10 Conflict of Interest

- (a) Every member of the Board who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the member of the board is not at the date of that Board Meeting interested in the proposed contract or transaction or other, at the next board meeting held after the member of the board assumes office.
- (c) After making such a declaration, no member of the Board shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a member of the Board has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the member of the Board is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a member of the Board fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the member of the Board shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.
- (f) A member of the Board shall be deemed to be in a conflict of interest situation when any matter comes before the Board which concerns the team for which their child is playing or is eligible to play, which their spouse, child, sibling is or has applied to be a member of the coaching staff; or with respect to any other matter (for instance, disciplinary) with which they or members of their immediate family are involved.

- (g) In cases in which conflict of interest arises, the member of the Board in conflict will absent themselves from the meeting until the issue has been resolved.
- (h) If that member of the Board has significant information relating to the specific issue to be discussed, they may provide that information before leaving.
- (i) The President or designate shall have the final authority to decide when a conflict of interest exists. If the President and/or designate are deemed to be in conflict themselves the Board will have final authority through a 2/3 vote of those present at a duly constituted Board meeting.

10.11 Indemnification of Directors

Every member of the Board of the Association and their heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) all costs, charges and expenses whatsoever that they sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against them for and in respect of any good faith act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office;
- (b) all other costs, charges and expenses that they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; provided that, no board member of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that they sustains or incurs in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of statute unless, in an action brought against them in their capacity as a board member, they have achieved complete or substantial success as a defendant.;
- (c) the Association may purchase and maintain such insurance for the benefit of its board members as the Board may from time to time determine.

10.12 Confidentiality

Every board member and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of members, members terms and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Association or this By-law.

11. DIRECTORS AND RESPONSIBILITIES OF DIRECTORS

11.1 Elected/Appointed Directors:

- (a) The Elected Directors shall be the President, Director of Officials, Director at Large Fundraising, Director of Communications, and Ice Scheduler and Director at Large (2).
- (b) The Appointed Directors shall be the Vice President of Hockey Operations, Director of Coaching, Secretary, Treasurer, Registrar, Director of Conflict Resolution, Director of Player Experience, and shall be appointed following the Annual General Meeting.
- (c) A Director shall not hold more than one Office, unless the position is unfilled.
 - (i) If the board is unable to find someone this allows the board to approve someone holding two positions.

11.2 Assistants to Directors

The Board of Directors may appoint such assistant(s) to Directors of the Association as the Board may determine by Resolution from time to time, such appointed Directors will have no voting rights at Board meetings.

11.3 Responsibilities of Directors

President:

The President shall:

- a. attend and participate in all scheduled Board meetings, Semi Annual and/or General Annual meetings of the Board;
- b. preside at all meetings of the members of the Association and of the Board of Directors;
- c. be charged with the general management and supervision of the elected officers, affairs and operations of the Association;
- d. the President with the Secretary or other officers appointed by the Board for the purpose, shall sign all bylaws and membership certificates;
- e. be entitled to participate as an “ex-officio” member of any sub-committee at any meeting of such sub-committee of the Association;
- f. the President shall be authorized to appoint or form special sub-committees to properly deal with any particular matter in order to make recommendations concerning such matters or concerns of the Association;
- g. during the absence or inability of the President, his duties and powers may be exercised by Vice President or such other Director as the Board may from time to time appoint for that purpose;
- h. perform such duties as from time to time may be assigned by the Board of Directors; (ix) perform such other duties as naturally fall within the duties of the office.
- i. Assign Off Ice Officials duties each season

Immediate Past President

The Immediate Past President shall:

- a. be an advisor and aide the Board as requested;
- b. review and assist the Executive Vice-President with Constitutional and By-law revisions for publication;
- c. report to the President;
- d. assist the Board of Directors as required;
- e. attend all W.J.S meetings as required;
- f. perform such duties as from time to time may be assigned by the Board of Directors;
- g. perform such other duties as naturally fall within the duties of the office.
- h. only assume the title pending completion of their immediately preceding terms.

Vice President of Hockey Operations;

The Vice President shall:

- a. assume all duties and responsibilities of the President, either in the absence of or under the direction of the President;
- b. undertake special projects as assigned by the President;
- c. assist and report to the President as required;
- d. review and prepare By-law and Rules of Operations revisions for publication;
- e. shall be responsible to sit on designated committees;
- f. assist with fundraising and tournaments;
- g. attend all W.J.S meetings regularly;
- h. perform such other duties as naturally fall within the duties of the office
- i. The Vice-President Hockey shall act as the representative of W.J.S to the Member Partner of the OHF and the League.

- j. They shall be responsible for all teams in the W.J.S in all hockey matters.
- k. They shall be the President of the Coaches Selection Committee and prepare a slate of coaches for approval by the Board of Directors subsequent to the A.G.M.
- l. During the absence or inability of the President and Vice-President Administration, the Vice President Hockey may exercise the duties and powers of the President.
- m. They shall be responsible for the activities of the Director of Scheduling, Alliance Representative, Director of Coaching, Director of Player Experience and assist in the selection special player awards.
- n. They will meet with the coaches and managers on a monthly basis to listen to concerns, resolve any problems and to assist the Director of Coaches and Director of Player Experience with the monthly coaches training.
- o. They shall report to the President.

Secretary

The Secretary shall:

- a) schedule and give notice of all meetings of the W.J.S to persons entitled thereto;
- b) prepare and distribute agendas for all meetings of the W.J.S;
- c) record, transcribe and distribute minutes of all Board and Committee meetings;
- d) be responsible for preparing, reviewing and distributing all correspondence;
- e) organize and maintain W.J.S office, supplies and files as required;
- f) update W.J.S By-Law, Incorporation documents annually and any other board changes;
- g) report to the President;
- h) shall be responsible to sit on designated committees;
- i) assist with fundraising and tournaments;
- j) attend all W.J.S meetings regularly;
- k) perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Treasurer

The Treasurer shall:

- a) be custodian of the deposit and receipt books of the W.J.S and be required to present such books, properly balanced with a financial report at all meetings of the W.J.S;
- b) keep full and maintain full and accurate records of all revenue and expenditures from the financial accounts of the W.J.S and submit them for Audit when required;
- c) deposit all moneys in the name of the W.J.S and to the credit of the W.J.S;
- d) prepare and report on all financial affairs of the W.J.S at Board meetings;
- e) assist and report to the President;
- f) assist with player registration;
- g) follow up on all accounts receivable, accounts payable, NSF cheques, refunds and transfers to AAA and other hockey associations;

- h) present an Annual Financial Report at the AGM;
- i) ensure that all necessary and appropriate insurance has been purchased;
- j) assist with fundraising and tournaments;
- k) shall be responsible to sit on designated committees;
- l) attend all W.J.S meetings regularly;
- m) perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- n) perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Director of Coaching

The Director of Coaching shall:

- a. Coordinating all facets of coaching including duties within the association
- b. Recruiting/Interviewing Coaching Candidates for Traveling program
- c. Planning, Developing & Organizing Association Player Clinics
- d. Overseeing Coaches Staff & Conducting regular coaches meetings
- e. Organizing & Developing Workshops for all Coaches
- f. Working directly with Vice President of Hockey Operations
- g. attend, critique and evaluate team practices in all divisions
- h. liaise with the ALLIANCE concerning all player & Coach development resources
- i. to consult and liaise with The Vice President of Hockey Operations with respect to the coaches
- j. Develop a year end plan for coaches and players for feedback
- k. Provide opportunities for professional development
- l. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Director of Conflict Resolution

The Director of Conflict Resolution shall:

- a) They shall implement and enforce all Hockey Canada, OHF and Alliance Conflict Resolution and Management
- b) They shall establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- c) They shall carry out volunteer screening as per policy and guidelines;
- d) Attend all W.J.S meetings regularly;
- e) They shall manage player and member disciplinary/dispute resolution actions as directed by the President;
- f) They shall carry out other duties as assigned by the Board, Executive Committee, or the President.
- g) perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Ice Scheduler Director

The Ice Scheduler Director shall:

- a. be responsible for the scheduling of all game, practice and clinic ice time;
- b. work closely with President and The Vice President of Hockey Operations in arranging annual ice schedules for the association;
- c. prepare and distribute all ice time schedules at least one week prior to start of season;
- d. incorporate amendments as needed to accommodate special activities such as play -offs, play-downs, or special activities;
- e. arrange and secure ice time for team tryouts at the beginning of each season;
- f. monitor and report teams not utilizing allotted ice time;
- g. assist in annual budget preparation;

- h. report to and assist President as required;
- i. shall be responsible to sit on designated committees;
- j. assist in fundraising and tournaments;
- k. attend all W.J.S meetings regularly;
- l. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

**This position is a competency-based position that receives remuneration at a value approved by the Board annually. This is in lieu of other stipends.

Registrar:

The Registrar shall:

- a They shall be responsible for all matters relating to the registration of players and the liaison with the Local Associations in regard to registration and player movement
- b They shall keep records of registration and team composition.
- c They shall report to the Vice-President of Hockey Operations
- d be responsible for the preparation and administration of electronic rosters and player electronic profiles;
- e be the liaison with any on-line registration company selected to conduct on-line registration on behalf of the W.J.S;
 - a. assist and report to the President;
 - b. maintain the membership list referred to in Section 6.2;
 - c. assist with fundraising and tournaments;
 - d. attend all W.J.S meetings regularly
 - e. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Fundraising Director

The Fundraising Director shall:

- a organize and direct all of the Association's fundraising activities, including but not limited to Bingo, Nevada ticket sales, dances, sportswear sale items, etc;
- b prepare audit sheets and reports on all fundraising financial transactions to Treasurer and to the Board of Directors;
- c assist in annual budget preparation;
- d assist and report to the President as required;
- e shall be responsible to sit on designated committees;
- f assist with fundraising and tournaments;
- g attend all W.J.S meetings regularly;

- f. perform such duties as from time to time may be assigned by the Board of Directors or by the President;
- g. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Director at Large (2)

The Director at Large shall:

- a. shall be responsible to sit on designated committees.
- b. assist with fundraising and tournaments.
- c. Shall perform duties as directed by the President which, inter alia, may include
- d. other duties to assist Directors in carrying out their duties
- e. Shall report to the Vice President of Administration.

- f. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Director of Player Experience:

Director of Player Experience shall:

- a) Develop and oversee a season-long off-ice athletic development plan specific to the needs of each age group.
- b) Implement said development plan either through direct facilitation, or through the use of an approved third party with appropriate knowledge and skills.
- c) Be a resource to the board, coaches, and players alike on matters pertaining to off-ice Development.
- d) Track and effectively communicate relevant data to coaches, players, and parents.
- e) Provide a twice-yearly review to the board about the progress of the activities implemented
- f) for each age group.
- g) Confidentiality manage player/team data over the course of the term and help use this data
- h) to inform decision making as requested by coaches/ the board.
- i) Critically review each season's processes and outcomes, and adjust the development plan
- j) Accordingly.
- k) Participate on host bid committees to help secure and implement quality opportunities for
- l) players to represent the Windsor Jr Spitfires and gain valuable experiences through hockey
- m) Assist and report to the President/ Vice President.
- n) perform such duties as from time to time may be assigned by the Board of Directors or by the Vice President of Hockey Operations/President

Director of Communications

The Director of Communications Shall:

- a. develops and distributes information to promote an organization.
- b. Maintain a database of media organizations and contacts within them.
- c. Manage the company's or organization's social media communications be responsible for the maintenance of the website;
- d. improve awareness of the Windsor Zone to its members and the community
- e. Organize bulletin boards with items such as schedules and standings as required;
- f. attend all meetings regularly;
- g. Respond to comments as required and report any problems or negative social interactions immediately.
- h. Coordinate content on social media sites that ensures a consistent message to the various publics
 - i. Stay up to date with social media trends and current best practices.
 - j. Manage intern Social Media Coordinator.
 - k. Website management (posting articles, updating calendars, troubleshooting with others)
 - l. Organization email management (board, coaches, managers, parents). Includes creating, updating, and communicating with each group as required.

- h. Live Barn consultation

- i. perform such duties as from time to time may be assigned by the Board of Directors or by the President;

Director of Officials

The Director of officials shall:

- (a) oversee the W.J.S Referee's association;
- (b) work closely with the Vice President of Hockey Operations

- (c) be responsible for providing payment information for all W.J.S officials to the treasurer for payment;
- (d) receive all referee complaints/compliments and report them to the W.J.S Board of Directors.
- (e) recruit, train, monitor and evaluate performance of off ice officials.

- (f) attend all W.J.S meetings regularly;
- (g) perform such other duties as naturally fall within the duties of the office as assigned by the President or the board.

12. COMMITTEES OF THE BOARD

12.1 Standing Committees:

The following committees may be Standing Committees of the Board:

- (a) Executive Committee.
- (b) Budget Committee.
- (c) Coaches Selection Committee
- (d) Tournament Committee

Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

12.2 Executive Committee:

The Executive Committee shall be chaired by the President, and shall consist of the Vice President of Hockey Operations, the Treasurer, Registrar and the Secretary and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

The Executive Committee shall:

- (a) During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
- (b) present a report regarding the activities of the Executive Committee to the Board;
- (c) submit to the Budget Committee an estimate of revenues and expenditures of the Executive

12.3 Budget Committee:

The Budget Committee will consist of members appointed by the chair of said committee

The Budget Committee shall:

- (a) prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
- (b) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the budget;
- (c) finalize schedule of budget submissions from all committees on an annual basis;
- (d) recommend policy to the Board regarding financial budgeting and planning;
- (e) make recommendations for changes to the financial operation of the W.J.S (i.e registration fees).

12.4 Coach Selection Committee:

The Coach Selection Committee will consist of members appointed by the Chair (Vice President of Hockey Operations) of said committee.

The Committee may request other members of the Board of Directors to be appointed to it only in the event that a quorum is not possible in a timely fashion and such requests and appointments shall be approved by a majority vote of the Committee.

The Coach Selection Committees shall:

- (b) carry out the process, review applications, conduct interviews, follow up on letters of recommendations and reference checks, and any other activities to facilitate the selection process.
- (c) recommend to the Board, and Head Coaches for the teams.

13 EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any Director of the Association by resolution in writing, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

13.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

14 FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 30th day of April in each year.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

The Board shall designate, by resolution in writing, three members of the Board authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a. operate the accounts of the Association with a bank or a trust company;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques,
- c. promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- d. issue receipts for and orders relating to any property of the Association;
- e. authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15.3 Signing Authority

- (a) The signing officers of the Association shall normally be the President, Executive Vice President, Secretary and Treasurer.
- (b) All cheques and other financial documents, including deed, property transfers, bank notes, contracts and the like shall be signed by two (2) of the signing officers, of whom one (1) shall be the Treasurer. In the case where the two co-signers are blood related, another signature will be required.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, by laws or policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure

any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

16.2 Borrowing Resolution:

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

17. NOTICE

17.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

17.2 Omissions and Errors:

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally, by telephone, by email, web posting, arena posting or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address (or email address) of any Member or Director shall be his or her last address (or email address) in the records of the Association.

18. PASSING AND AMENDING by laws

- 18.1 The Board or a member in good standing may recommend amendments to the by laws of the Association from time to time, to the Membership.
- 18.2 If the Board intends to discuss amendment of the by laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the by laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such by laws shall be given.
- 18.3 A By-law or an amendment to a By-law recommended by the Board shall be presented for Adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- 18.4 A motion to amend the by laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- 18.5 The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- 18.6 Any Amendment to the by laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
- 18.7 All members in good standing shall have access to any proposed amendments to the by laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.
- 18.8 The Emergency Enactments Clause

Notwithstanding the provisions herein, the Board may enact whatever acts and/or measures that are necessary, as the case may be, to further its objectives for the health, safety and welfare of its members.

This provision is limited to extenuating circumstances, emergencies and/or urgent matters; upon unanimous approval by the entire Board members permitted to vote that are present at the meeting.

The Board may, at its option, declare the conduct, measure and/or decision to be temporary in nature until a final decision may be made within a later time subject to the applicable voting mechanisms and rules set forth in these Bylaws.

The Process:

Prior to the Meeting In such circumstances, the Board must call a meeting of the Board by notifying its members in writing by way of email, text and/or posting on its website which shall set forth the following:

- A. the location, date and time of the meeting;
- B. The Purpose of the meeting;
- C. The topics to be discussed and/or voted at the meeting; and
- D. If feasible, the Board may provide a copy of all proposed changes to the declaration, by laws, rules or agreements to be discussed at the meeting. All members of the Board may attend such meetings.

Subsequent to the Meeting

Following the meeting, the Board must send a notice of the meeting to the members within 15 days thereof advising the following:

- A. The minutes of the meeting;
- B. The enactments made at the meeting;
- C. The topics discussed and/or voted at the meeting; and
- D. A copy of all proposed changes to the declaration, by laws rules or agreements discussed at the meeting.

19. REPEAL OF PRIOR by laws

19.1 Repeal:

All prior bylaws of the Association, including the document entitled the "Constitution and Bylaws" of the Association are hereby repealed.

19.2 Provision:

The repeal of all prior by laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

20. EFFECTIVE DATE

20.1 BY-LAW NO. 4.0

A by-law relating generally to the conduct of the affairs of the Windsor AAA Zone Association.

BE IT ENACTED as a by-law of Windsor AAA Zone/ W.J.S as follows:

20.2 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective

The foregoing By-law No. 4.0 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held in the City of Windsor, Ontario, and at which a quorum was present on the _____.

Randy levac

President

 Matt Zuccato

Vice- President of Hockey
Operations