



South East Edmonton Recreation Association

Bylaws

Version 2.0
June 6, 2024

**South East Edmonton Recreation Association
Bylaws**

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South East Edmonton Recreation Association

1. Bylaw number 1: A bylaw relating to the governance and conduct of the affairs of South East Edmonton Recreation Association ("SEERA"), a private, non-profit society. This bylaw was last revised on June 6, 2024.

Definitions and Conventions

2. In this bylaw and all other SEERA bylaws, unless the context otherwise specifies or requires:
 - a. "**Act**" means the Alberta Societies Act including the Regulation made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b. "**AGM**" means the Annual General Meeting of the members of SEERA;
 - c. "**Articles**" means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of SEERA;
 - d. "**Board**" means the Board of Directors of SEERA;
 - e. "**bylaw**" means this bylaw and any other bylaws of SEERA as amended and which are, from time to time, in force;
 - f. "**director**" means a member of the board of directors of SEERA;
 - g. "**family**" means an individual registered in a SEERA hockey program and, if existing, all their siblings registered in a SEERA hockey program and, if existing, their parent, parents, legal guardian, or legal guardians;
 - h. "**fiscal year**" means the 12 months ending May 31;
 - i. "**good standing**" means having all fees paid in full, fulfilling the requirements of the role, and not having resigned or been expelled;
 - j. "**hockey**" means ice hockey;

- k. "**hockey program**" means all hockey-related on-ice and off-ice activities;
 - l. "**hockey season**" means the 12 months commencing August 1;
 - m. "**individual**" means a single human being, and does not include bodies corporate;
 - n. "**member**" means any person that has been accepted by the Board to membership of SEERA;
 - o. "**officer**" means the Board President, Vice President, Secretary, or Treasurer;
 - p. "**ordinary resolution**" means a resolution passed by a simple majority of not less than 50% plus 1 of the votes cast on the resolution;
 - q. "**Regulation**" means the regulation made under the Act, as amended, restated or in effect from time to time;
 - r. "**special resolution**" means a resolution passed by a majority of not less than 75% of the votes cast on that resolution; and
 - s. "**south east district**" means the area of Edmonton bordered by the city limits to the east and south, the CPR tracks to the west and the North Saskatchewan river to the north.
3. In this bylaw and all other bylaws of SEERA:
 - a. all terms contained in the bylaws of SEERA, and which are defined in the Act or the Regulations, have the meanings given to such terms in the Act or the Regulation;
 - b. headings and paragraph numbers are inserted for reference and do not form part of, nor modify or define, the terms of a bylaw;
 - c. the singular includes the plural, and the plural includes the singular; and
 - d. the non-binary gender is used and includes all genders.

Objectives

4. SEERA exists to:
 - a. be the authorized governing body for minor hockey for the south east district of Edmonton, Alberta;
 - b. coordinate U11, U13, U15, U18, recreational divisions offered, and Junior C hockey programs in the south east district;
 - c. support Millwoods Hockey Association and North SEERA Hockey Society in the coordination of U7, U9, U11, and U13 hockey programs;
 - d. encourage and promote sportsmanship and fair play in the sport of hockey; and
 - e. ensure equitable opportunity for all players to play in the program desired or most suitable.

Not-for Profit Operation

5. SEERA operates on a not-for-profit basis. All income generated by SEERA is used to further SEERA objectives.
6. SEERA reserves the right to levy membership fees and other fees at the times and in the amounts determined by the Board.
7. SEERA is not permitted to issue shares, nor pay any dividends. No part of the property, income, or resources of SEERA are payable to, or otherwise available for the personal benefit of any member, director, officer, or employee of SEERA, or of any person concerned in the organization or administration of SEERA or its activities.

Offices

8. SEERA maintains a registered office in Edmonton, Alberta.

Compliance

9. SEERA complies with all applicable policies and directives set out by hockey associations to which it is a member including, but not limited to, Hockey Alberta and Hockey Canada.

Membership

10. There are three (3) classes of membership in SEERA, as follows:
 - a. "family",
 - b. "director, and
 - c. "associate".
11. Family membership is restricted to families that have one or more athletes registered and paid-up to play hockey in a SEERA hockey program.
12. Regarding family members, each family is permitted to cast one vote on any motion brought before the members. A family is permitted to designate one of their members to vote on behalf of the family. All other members of a family are non-voting members of SEERA.
13. Director membership is restricted to members of the Board. Directors are voting members of SEERA.
14. Associate membership is open to any individual, including former SEERA family and director members, who reside in Edmonton who wish to volunteer or otherwise support the objectives of SEERA. Associate members are non-voting members of SEERA.

Member Rights and Obligations

15. Members are required to pay fees levied by SEERA and otherwise maintain their membership in good standing.
16. Members are required to comply with SEERA articles, bylaws, written policies, and directives.
17. Members serve without remuneration.
18. Members have the right to attend the meetings of members.
19. Voting members have the right to vote on the business matters presented at meetings of members.
20. No member is liable in their own capacity for any debt or liability of SEERA.
21. Members are not permitted to transfer their membership to any other person.

22. No person is a member until they have been accepted as a member by the Board, in its sole discretion. SEERA refunds fees paid by any person whose membership application is not accepted by the Board.

Cessation of Membership

23. A membership expires when a member fails to pay fees or otherwise fulfill the conditions of membership.
24. Members resign by providing notice in writing to SEERA. A resignation is effective when it is accepted by SEERA, or at the time specified in the notice, whichever is later.
25. Any member can be expelled by a special resolution at a meeting of the Board. Former members so removed have no right of appeal. Expulsion is effective upon the passing of the special resolution.
26. All rights of membership cease upon resignation, expiration, or expulsion from SEERA. Upon cessation membership, all outstanding fees due to SEERA by the former member become due and payable.

Member Register

27. The Board keeps a register of SEERA members at its registered office. Upon request, any member is permitted to view the register of members at SEERA registered office, on a day and time that is mutually convenient. Upon request, SEERA will provide any member with a copy of the register of members, or excerpt thereof, provided the intended use of the member register complies with the conditions prescribed in the Act for the protection of personal information.

Dispute Resolution

28. When a dispute arises out of the affairs of SEERA between members of SEERA, or between SEERA and (a) a member or (b) a former member who has for not more than six (6) months ceased to be a member, the parties are permitted to each appoint one representative who will endeavor to settle the dispute by informal mediation. When

such a dispute cannot be resolved by mediation, the parties agree to resolve any disputes in the Courts of Alberta, Canada.

Meetings of Members

29. Meetings of the members of SEERA are held at any place in Edmonton the Board may determine, and on such day and time as the Board appoints.
30. Voting members participate in meetings in their individual capacity; no proxy is permitted.
31. Meetings of members are live and synchronous. Meetings are held in-person, via electronic means, or via a combination of the two aforementioned methods of meeting.
32. The Board President, or in their absence the Vice-President, presides over all meetings of members.
33. Meetings of the members are not open to the public. Attendance at meetings of members is restricted to members and Board-invited guests.
34. The Board President sets the agenda for each meeting of members. Voting members are permitted to make motions to amend an agenda.
35. Quorum for any meeting of members is five (5) or more directors and ten (10) or more family voting members in good standing.

Annual General Meetings of Members

36. An annual general meeting of the members is held no later than the first Thursday of June each year. The purpose of an annual general meeting is to:
- approve the minutes of the previous annual general meeting;
 - receive the audited financial statements of SEERA for the previous fiscal year of SEERA; and
 - transact any other business pertinent to the interests of the membership, and which may properly come before the members.

Special General Meetings of Members

37. Special general meetings of the members are permitted to be called at any time by the Board President, by an ordinary resolution of the Board, or by petition signed by at least one-third (1/3) of voting members in good standing. The business transacted at a special general meeting is limited to that specified in the notice calling the meeting.

Notice of Meetings

38. Members are notified of annual general meetings and special general meetings by email at least twenty-one (21) calendar days in advance of such meeting. Notice of any meeting is required to contain sufficient information to permit members to form a reasoned judgement on the decisions to be taken.
39. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of SEERA invalidates such meeting or make void any proceedings taken thereat.
40. Any voting member may, at any time, waive notice of any meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director, or officer is their last email address recorded on the books of SEERA.

Meeting Rules

41. For all matters regarding conduct of meetings of members that are not specifically addressed by this bylaw or by applicable legislation are conducted in accordance with the procedures contained in the current edition of Robert's Rules of Order.

42. Any voting member that has a conflict of interest with any motion is required to declare that conflict to the meeting chairperson before debate begins. The voting member is required to then act accordingly during the debate and abstain from the vote if they so choose, or if directed to do so by the members present via ordinary resolution.
43. No unauthorized electronic audio or video recording of any kind is permitted during a meeting of the members. Discipline may be levied at the discretion of the Board for failure to comply with this prohibition.

Voting

44. Each voting member present at a meeting has the right to exercise one vote, except where they have a conflict of interest.
45. In meetings of the members voting is conducted by a show of hands, by an electronic polling application, or by a combination of these voting methods.
46. Neither proxy voting nor mail-in ballots are permitted in any election, referendum, or any other voting process conducted by SEERA.
47. A majority of the votes cast by the voting members present and carrying voting rights determines the questions in meetings, except where the vote or consent of a greater number of members is required by the Act or this bylaw. In the event of a tie vote, the chairperson presiding at the meeting casts a second, deciding, vote.

Adjournment

48. The chairperson of a meeting is permitted, for just cause, to adjourn the meeting to a fixed time and place. No notice of such adjournment is required to be given to the members. Any business is permitted to be brought before or dealt with at an adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Board of Directors

Mandate

49. The property and business of SEERA is directed by a board of directors. The Board oversees the governance of SEERA.

Board Eligibility and Composition

50. The Board is comprised of no less than 10 and no more than 20 directors, inclusive of officers,

- a. up to 18 of which are elected from the ranks of its family and associate members;
- b. the President of North SEERA Hockey Society, and
- c. the President of the Millwoods Hockey Association.

51. Employees of SEERA, Millwoods Hockey Association, or North SEERA Hockey Society, or their immediate family members are not permitted to serve as a director.

52. The number of directors and the composition of the Board is permitted to be modified by a special resolution of the Board.

Election and Term

53. Any individual who is a member of SEERA in good standing, as either part of a family membership or as an associate member, and who is aged 18 or more is permitted to stand for election to the SEERA Board of Directors and, if so elected, serve on the Board.

54. Elected directors are elected to the Board via ordinary resolutions of the members, at an AGM.

55. Appointed directors are accepted by an ordinary resolution of the Board.

56. Non-officer directors serve a term of one (1) year. Directors are permitted to serve consecutive terms, if so elected or appointed, without limit.

Requirements of Directors

57. Directors are required to:

- a. prepare for, attend, and participate fully in all meetings of the Board;

- b. comply with SEERA bylaws and policies;
- c. upon vacating office, return all SEERA physical assets and intellectual property to SEERA.

58. Directors are volunteers and serve without remuneration. SEERA is permitted to reimburse directors the reasonable expenses incurred by them in the performance of their duties.

59. Nothing contained herein is construed to preclude any director from serving SEERA as an officer, consultant, or in any other capacity, and receiving compensation therefore, as approved by an ordinary resolution of the Board.

60. A director can be expelled from the Board for acts or omissions incompatible with Board membership, including but not limited to:

- a. missing Board meetings,
- b. noncompliance with a SEERA bylaw or policy, or directive, or
- c. noncompliance with Hockey Alberta, Hockey Canada, or Respect in Sport rules or directives.

Vacating of Office

61. The office of a director is vacated when:

- a. a director has resigned office by delivering a written resignation to the Secretary;
- b. they cease to be a member in good standing of SEERA, Millwoods Hockey Association, or North SEERA Hockey Society, as the case may be;
- c. at a Board meeting, a resolution is passed by special resolution of the Board members present at the meeting that the director be expelled from office; or
- d. the director dies.

62. When a vacancy occurs for any reason contained in the preceding paragraph, the Board, by ordinary resolution, is permitted to appoint a member of SEERA to temporarily serve until a successor director is elected by the members.

Board Authority

63. The Board is authorized to prescribe policies relating to the governance, management, and operation of SEERA, as it deems required, in its sole discretion.
64. The Board is authorized to approve expenditures on behalf of SEERA.
65. The Board is authorized to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of SEERA in accordance with such terms as the Board may prescribe.

Employees and Agents

66. The Board is authorized to appoint the agents and engage the employees it deems necessary from time to time. Such persons have the authority to perform the duties prescribed by the Board at the time of their appointment.

Board Meetings

67. The Board meets at least once each calendar month, with the exception of the months of June and July, at a time and place determined by the Board.
68. The Board President calls a meeting of the Board:
 - a. as required by a SEERA bylaw;
 - b. when, in their sole discretion, they deem it necessary; or
 - c. when any two (2) directors jointly request a meeting by writing to the Board President and state the business to be considered.
69. Board meetings are private. Only directors and Board-invited guests are permitted to attend a Board meeting.
70. Board meetings are live and synchronous. Meetings are held in-person, via electronic means, or via a combination of the two aforementioned methods.
71. No unauthorized electronic audio or video recording of any kind is permitted during a Board

meeting. Discipline may be levied at the discretion of the Board for failure to comply with this prohibition.

Notice of Meetings

72. Directors are notified of upcoming Board meetings via email, at least seven (7) calendar days in advance.
73. No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such meeting or makes void any proceedings taken thereat.
74. Any director may at any time waive notice of any such meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat.

Quorum

75. Quorum for any meeting of the Board is 40% the number of directors in office at the time of the meeting. Any meeting of the Board at which a quorum is present is permitted to exercise all or any of the authorities, powers, and discretions by or under the bylaws of SEERA.

Motions and Voting

76. Any director that has a conflict of interest with any motion is required to declare that conflict to the chairperson before debate begins. The director is then required to then act accordingly during the debate and abstain from the vote if they so choose, or if directed to do so by the directors present via ordinary resolution.
77. Each director is permitted to exercise one vote on each motion.
78. Only directors present at a meeting are permitted to vote. Directors unable to attend a meeting are not permitted to vote via a proxy.
79. Voting is conducted by a show of hands, by an electronic polling application, by email, or by a combination of these voting methods.

80. A vote conducted solely via an electronic polling application or via email, and with all the Directors casting a vote or stating their abstention, is valid and effectual as if it had been passed at a meeting of the Board duly called, and constituted and is recorded as such.

Minutes

81. The minutes of Board meetings are internal to SEERA. Board meeting minutes are not made available to the public, except where required by law.

Indemnities to Directors and Others

82. Every director of SEERA and their heirs, executors and administrators, and estate and effects, respectively, is from time to time and at all times, indemnified and saved harmless out of the funds of SEERA, from and against:

- a. all costs, charges, and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

83. There is no protection for directors for acts of fraud, dishonesty, or bad faith.

Officers of the Board

84. The officers of the Board are a President, a Vice President, a Secretary, and a Treasurer, and any such other officers as the Board may determine.

85. Officers are elected by the Members, and serve a two-year term. Officers are permitted to serve consecutive terms, if so elected, without limit.

Duties of Officers

President

86. The President is accountable to:

- a. attend all board meetings, executive committee meetings, and meetings of members;
- b. attend, or delegate another director to attend, all Hockey Edmonton meetings and vote on behalf of SEERA;
- c. be a signing authority on all SEERA bank accounts;
- d. chair and direct the order and conduct of business at board meetings and meetings of members;
- e. exercise the powers of the board, if required to do so in the event of an emergency;
- f. hire and supervise employees;
- g. prepare agendas for all board meetings and members' meetings (with the secretary);
- h. provide written reports to the board at every board meeting;
- i. schedule all meetings of the members and the board;
- j. serve as a voting member of the disciplinary committee;
- k. serve as an ex-officio member on all Board committees where they have not specifically been designated as a voting member;
- l. supervise and direct all members of the board including standards of performance, sphere of control, and disciplinary action; and
- m. supervise, administer, and direct SEERA operations.

Vice President

87. The Vice President is accountable to:

- a. be a signing authority on all SEERA bank accounts;
- b. supervise the Registrar and the Ice Allocator; and
- c. perform the duties of the President in the absence or incapacitation of the President.

Secretary

88. The Secretary is accountable to:

- a. attend and take minutes at all board meetings, executive committee meetings, and meetings of members;
- b. be a signing authority on all SEERA bank accounts;
- c. circulate meeting minutes as appropriate;
- d. provide required notice for all meetings of members and Board meetings;
- e. maintain and keep secure the corporate seal;
- f. maintain physical copies of SEERA licenses, permits, and other
- g. maintain SEERA bylaws, policies, procedures, and supporting documents.
- h. maintain SEERA's society renewals with Alberta registries in accordance with the societies act, including annual returns and notices of change of directors.
- i. maintain the register of members.
- j. provide notice to members of AGM and special general meetings.
- k. write and send all board correspondence.

Treasurer

89. The Treasurer is accountable to:

- a. attend all board meetings, executive committee meetings, and meetings of members;
- b. be a signing authority on all SEERA bank accounts;
- c. provide the financial information required to support bingo, raffle, and casino license applications;
- d. file and maintain board financial records for the previous seven years.
- e. issue all payments for goods and services received;
- f. maintain accounting records and back-up data;
- g. manage all banking functions;
- h. prepare monthly financial statements for presentation at board meetings;
- i. present audited financial statements to members at annual general meetings of members;
- j. serve as a voting member on the budget committee; and
- k. support the Secretary in maintaining SEERA renewals with Alberta registries, in accordance with the Societies Act, including annual returns and notices of change of directors.

Director Portfolios

90. The Board is permitted to appoint, by ordinary resolutions of the Board, directors to lead functional portfolios. Directors hold such offices at the will of the Board. The Board determines the duties of such portfolios. Portfolios can include, but are not limited to:
- a. Category Director,
 - b. Communications Coordinator,
 - c. Development Director,
 - d. Equipment Director,
 - e. Gaming Director,
 - f. Hockey Commissioner,
 - g. Ice Allocator,
 - h. Referee-in-Chief, or
 - i. Safety Director.

Committees

91. The Board is permitted to appoint committees, whose members will hold their offices at the will of the Board. The Board determines the duties of such committees. Committee members need not be members of the Board or the SEERA. The Board is permitted to set by ordinary resolution any remuneration to be paid to a committee's members.
92. All Board committees report to the Board. No committee or person so appointed has the power to bind SEERA, expend SEERA funds, pledge SEERA credit, or represent SEERA, except as expressly authorized in writing to do so by the Board.

Borrowing Powers

93. For the purposes of achieving its objects, SEERA is permitted to:
- a. borrow funds upon the credit of SEERA, from any reputable Canadian financial institution, 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 sole discretion may deem required;
 - b. limit or increase the amount to be borrowed; and
 - c. secure any such loan by mortgage, hypothec, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of SEERA.
94. In no case is SEERA permitted to issue a debenture without a special resolution of the members, as required by the Act.

Loans

95. SEERA is not permitted to make any loan to any individual or entity, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for any purpose.

Insurance

96. SEERA maintains insurance suitable to the nature, scale, and risks of its operations.

Books and Records

97. The Board sees that all necessary books and records of SEERA required by the bylaws of SEERA or by any applicable statute or law are regularly and properly kept.
98. Upon request, SEERA will provide any voting member with a copy of a book or record that has previously been presented, provided, or made available to all members of SEERA. With the exception of officers and directors and in the course of their duties, or where provided for elsewhere in this bylaw, no member has the right to access or inspect any other SEERA book or record.

Auditors

99. On an annual basis the Board appoints to audit the accounts and annual financial statements of SEERA either (a) two individuals who are not SEERA signing authorities or (b) a professional accounting firm registered under the Chartered Professional Accountants Act and who is authorized to perform an audit engagement.

Execution of Documents

100. The President and the Vice President jointly sign all contracts, documents, or any instruments requiring the signature of SEERA. All contracts, documents and instruments so signed are binding upon SEERA without any further authorization or formality.
101. Documents are permitted to be signed by hand or by electronic signature via a secure electronic document signing software application.

Seal of SEERA

102. The seal of SEERA is maintained at its registered office, in the custody of the Secretary. Together with any other officer, the Secretary is permitted, but not required, to affix the seal to contracts, documents, or other instruments executed by SEERA.

Amendment of Bylaws

103. Bylaws of SEERA are permitted to be added to, canceled, altered, edited, repealed, or replaced only by a special resolution of the members. The amended bylaws take effect upon their registration by Alberta's Registrar of Corporations.

Dissolution

104. Upon dissolution of SEERA its assets, if any exist after the payment of all liabilities, will be donated to Hockey Edmonton, or otherwise disposed of as required by law.

Signatures

President

Name

Address

x _____
Signature

Vice President

Name

Address

x _____
Signature

Secretary

Name

Address

x _____
Signature

Treasurer

Name

Address

x _____
Signature

Director

Name

Address

x _____
Signature

Witness

Name

Address

x _____
Signature

Dated this _____ day of _____, 2024.