

# Grand Traverse Hockey Association Bylaws

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## **Article I. Name**

### 1.1 Name

The name of the corporation shall be “Grand Traverse Hockey Association,” hereinafter referred to as the “Association” It is incorporated as a Michigan non-profit corporation, operating on a membership basis.

The Association may, by a majority vote of its Executive Board, change its name or assume other names for operating purposes.

## **Article II. Purpose**

### 2.1 Purpose

The purpose for which the Association is formed is as follows:

- a) To encourage the playing of ice hockey by the youth of Northern Michigan;
- b) To foster the teaching of ice hockey skills;
- c) To foster fair play and sportsmanship;
- d) To provide Northern Michigan youth with the opportunity to play organized, sanctioned, competitive ice hockey
- e) To own and manage assets in furtherance of Association purposes

The Association is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

### 2.2 Affiliations

The Association is affiliated with USA Hockey (USAH) and the Michigan Amateur Hockey Association (MAHA).

The Association shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Affiliation Agreements, Playing Rules and all other similar documents and decisions of the Board of Directors of both USAH and MAHA. Further, the Association shall assist USAH and MAHA in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Affiliation Agreements, Playing Rules and all other similar documents and decisions of the Board of Directors of USAH and MAHA, within and upon its members and/or within its jurisdiction.

The Association hereby indemnifies and holds harmless MAHA and USAH and each member thereof, the Executive Committee of the MAHA and USAH and each member thereof, and all other elected, appointed, employed or volunteer representatives of the MAHA and USAH from any and all claims, liability, judgments, costs, attorney fees, charges and expenses whatsoever, arising from the acts and omissions of the Association, except to the extent (i) that the MAHA or USAH or the afore described representatives caused such claims, liabilities, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of the MAHA or USAH. Further, the Association understands and acknowledges the MAHA and USAH and their aforementioned representatives have assumed such assignment, function, office or capacity upon the express understanding agreement and condition that they be so indemnified and held harmless to the extent described in these Bylaws.

### **Article III. Member**

#### 3.1 Classes of membership

The Association shall have two classes of members, active members (membership is constituted as a family membership) and sustaining members.

#### 3.2 Active members

An Active member is any member who is listed in the records of the Association as a parent, step-parent, foster parent, guardian, custodian or other adult identified as being financially responsible for the account of a child participating in association sponsored instruction or competition.

#### 3.3 Sustaining membership

A sustaining member of the Association is any person or business invited by the Executive Board to become a sustaining member. Sustaining members will register with the Association annually.

#### 3.4 Term of active membership

The term of membership of an active member shall commence on the date on which all current registration fees arising from the participation by the member's children in Association programs have been paid, and shall continue until the commencement of the next year's registration, except

as provided in sections 3.6 and 3.9. Sustaining members have no specific term of membership, but shall retain their sustaining membership at the pleasure of the Executive Board upon their annual registration.

### 3.5 Suspension of membership

Nonpayment when due of any Association, MAHA or USAH registration fee, lottery charge or other assessment by or on behalf of any participating child shall automatically and immediately suspend his or her parent, step parents, foster parents, guardians and custodians from active membership. Such suspension shall remain in effect until payment has been made of the entire amount due and owing.

### 3.6 Consequences of non-payment

No child shall participate in any Association-sponsored instruction or competition if his or her families registration fees, lottery charges or other assessments remain unpaid beyond their final due date, except as provided in Section 3.8.

### 3.7 Hardship cases

A child whose registration fees, charges, or assessments are not fully paid when due may continue to participate in Association sponsored instruction and competition if and only if the Treasurer (in his or her sole discretion) is satisfied that the nonpayment has occurred as a consequence of circumstances meriting special consideration as a hardship case. A child's participation as a hardship case shall continue for so long and on such terms as the Treasurer shall determine.

### 3.8 Termination of membership

An active member may be terminated from membership in the Association by a two thirds (2/3) majority vote of the Executive Board whenever, in the judgment of the Executive Board, the best interest of the Association would be served thereby. No person terminated from membership in the Association shall be entitled to any refund or proration of any previously paid fees, charges or assessments.

## **Article IV. Meeting of Members**

### 4.1 Annual Meeting

The Annual Meeting of the members of the Association shall be held each year for the purpose of electing the officers and conducting other necessary Association business. The Annual Meeting shall take place no earlier than 7:00 p.m. on the second Monday in April of each year except when said date is the Monday after Easter, in which event the Annual Meeting shall be held on the third Monday of April. Alternative dates for the Annual Meeting are permissible with 30 days notice published to the membership.

### 4.2 Special meetings

Special meetings of the members may be called by the Executive Board. A special meeting of the members must be called by the President when he or she receives petitions for a special meeting bearing the valid signatures of no less than thirty three percent (33%) of the active members of the Association. Such a petition must, when circulated, set forth fully all matters which the petitioners propose to put before the membership at a special meeting, and the special meeting can be called only for that purpose.

#### 4.3 Location of meetings

The Executive Board may designate any place within 30 miles of Centre Ice Arena as the place for any Annual or special meeting of the members.

#### 4.4 Notice of meetings

Written notice of the place, date, hour and purpose of any meetings of the membership shall be furnished to each member by personal service, US Mail or other generally accepted methods of communication, including electronic means.

#### 4.5 Quorum

Seventy active members to vote shall constitute a quorum at any annual or special meeting of the members. If a quorum is not present at any meeting of the members, a simple majority of the members present may adjourn the meeting at any time without further notice. At any adjournment meeting at which a quorum is present, any business transacted may be transacted which might have been transacted at the original. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting. Except as provided otherwise in these Bylaws, no business may be transacted at any meeting of the members at which a quorum is not present.

#### 4.6 Voting powers

Unless otherwise stated herein, each active member is entitled to one vote on any matter submitted to a vote of the membership of the Association. Sustaining members and active members under suspension are not eligible to vote. For the purposes of voting eligibility, the register of active members shall be fixed seven days in advance of the annual or any special meeting of the members.

#### 4.7 Vote required for action

At any meeting of the members at which a quorum is present, an affirmative vote of a simple majority of the members present and entitled to vote shall be required to carry any motion or resolution, except as otherwise provided in these Bylaws.

### **Article V. Executive Board**

#### 5.1 General powers

Subject to the limitations of these Bylaws, the activities and affairs of the Association will be conducted and all powers will be exercised by the Executive Board. The Executive Board may delegate the management of the activities of the Association to any person or persons, a management company or committees however composed, provided that the activities and affairs of the organization will be managed and all powers will be exercised under the ultimate direction of the Executive Board.

The Executive Board will be charged with, but not limited to, coordination and compliance with state and national youth hockey organizations, coordinating fundraising efforts, procuring ice time, establishing limits and eligibility for membership, and serving to hear appeals of contested decisions of any committees established by this board, including those listed in Article 7.

### 5.2 Composition and tenure

The President, Executive Vice President, House Vice President, Travel Vice President, Girls Vice President, Executive Treasurer, Executive Secretary, Mite Director, Coaching Director and Referee in Chief shall be the members of the Executive Board. A person shall serve as a member of the Executive Board only so long as he or she serves as an elected officer of the Association. Loss of elective office for any reason simultaneously and automatically terminates membership on the Executive Board.

### 5.3 Regular meetings

Regular meetings of the Executive Board shall be held at 7:00 p.m. on the second non-holiday Monday of each month at a location to be determined by the Executive Board, unless another monthly date is selected by the Executive Board. At the May meeting the Executive Board shall designate the dates, times and locations for the regular meetings of the Executive Board for the next year. The place, hour and date shall be published on the Association website. The Board may select another date for its regular meetings as long as there is at least a ten (10) day notice provided to each member of the Executive Board.

### 5.4 Special meetings

Special meetings of the Executive Board may be called by the President or by a simple majority of the members of the Executive Board. Special meetings will require at least three (3) day notice to be provided to each member of the Executive Board.

### 5.5 Notices

Written notice of the place, date, hour, and purpose of any special meetings of the Executive Board shall be furnished to each member of the Executive Board by personal service, US Mail or other generally accepted methods of communication, including electronic means. Notice of a special meeting of the Executive Board will require that written notice be provided to each member of the Executive Board at least three (3) days prior to the meeting.

### 5.6 Quorum



A simple majority of the members in office shall constitute a quorum for the transaction of Association business at any meeting of the Executive Board, If less than a quorum of the members is present at any regularly scheduled meeting a majority of the members present may adjourn the meeting to another time without further notice being required. Withdrawal of any members from any meeting of the Executive Board shall not cause failure of a duly constituted quorum at that meeting, except as otherwise provided, no business may be transacted at any meeting of the Executive Board at which a quorum is not present.

#### 5.7 Voting powers

Each elected member of the Executive Board, except the President, is entitled to one vote on any matter submitted to a vote of the Executive Board of the Association. The President shall only vote in the event of a tie vote of those voting members of the Executive Board.

#### 5.8 Vote required for action

The action of a simple majority of the members present at which a quorum is established shall be the act of the Executive Board, unless the act of a greater majority is required by these Bylaws.

#### 5.9 Use of electronic media/voting

Participation in any meeting of the Board can be done in person or by any telephonic, zoom, teams, etc. platform. Use of this technology must be sufficient to allow dialogue between all board members during the meeting. Members not in attendance in-person are permitted to vote as if present in-person.

Votes taken outside of a regularly scheduled meeting are permitted as long as each approved motion is affirmed at the next regularly scheduled meeting and will be memorialized in the Association's monthly minutes.

#### 5.10 Participation of members at large

After the approval of the agenda in each open meeting of the Executive Board, no more than 40 minutes shall be set aside for comments by active members regarding the affairs of the Association. Each person offering a comment shall be limited to five (5) minutes. Priority will be given to active members submitting their names and topics in advance of the meeting to the Executive Secretary.

#### 5.11 Compensation

Officers shall not receive any salaries for their services, nor shall they receive any sums or expenses for attending Executive Board meetings, however, it is provided that nothing herein contained shall be construed to preclude any officer of the corporation from serving the Association in any other capacity and receiving reasonable compensation therefore.

#### 5.12 Indemnification

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for a breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following: (1) a breach of the director's duty of loyalty to the corporation or its members; (2) acts or omissions not made in good faith or that involve intentional misconduct or a knowing violation of law; (3) a violation of Sect 551(1) of the Michigan Business Corporation Act ("MBCA"), MCLA450.1151(1), MSA 21.200(551)(1); (4) a transactions from which the director derived an improper personal benefit; or (5) acts or omissions occurring prior to the effective date of these restated Bylaws. If the MBCA is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained in these Bylaws shall be eliminated or limited to the fullest extent permitted by the MCBA as so amended. No amendment or repeal of this article shall apply to or have effect on the liability or alleged liability of the corporation for or with respect to any director of the corporation for or with respect to any acts or omissions of any director occurring before the effective date of any such amendment or repeal.

## **Article VI. Elected Officers**

### **6.1 Titles**

The elected officers of the Association shall be the President, Executive Vice President, House Vice President, Travel Vice President, Girls Vice President, Executive Treasurer, Executive Secretary, Mite Director, Coaching Director and Referee in Chief.

### **6.2 Qualifications**

Elected officers of the Association shall be active or sustaining members of the Association at least 18 years of age on the date the election is held. Active members under probation or suspension by this Association or its affiliates are disqualified from seeking or holding elected office. Active members who have children participating in or who are members of any locally based youth hockey association or groups other than this association are disqualified from seeking or holding elected office. Paid employees of the Association are disqualified from seeking or holding elected office. Candidates for President of the Association shall have at least one year prior experience on the Executive Board prior to being nominated for President. If no candidate meeting these qualifications is presented on the slate of candidates at the annual meeting of the members, then any active member of the Association can be nominated from the floor.

### **6.3 Term of office**

The Executive Board member terms shall be staggered so that the terms of approximately one-half of the representatives expire each year. The terms of the representatives of the following positions shall expire in the even-numbered years: President, House Vice President, Girls Vice President, Executive Secretary, and Coaching Director. The terms of the representatives of the following positions shall expire in the odd-numbered years: Executive Vice President, Travel Vice President, Executive Treasurer, Mite Director, and Referee In Chief.

Each elected officer's term of office shall begin as of his or her election. Each elected officer shall hold office until his or her successor shall have been elected and qualified at the next annual meeting of the members, or until death, or until he or she resigns or shall have been removed from office in the manner described herein.

#### 6.4 Election committee and process

The elected officers of the Association shall be the members of the Executive Board. These officers shall be elected at the Annual Meeting of the active members of the Association as described in Article 4. The order of election shall be President, Executive Vice President, House Vice President, Travel Vice President, Girls Vice President, Executive Treasurer, Executive Secretary, Mite Director, Coaching Director and Referee in Chief.

At the regular February Board Meeting, the current Executive Board shall appoint a Nominating Committee. The Nominating Committee must be composed of two representatives from the current House Committee, two representatives of the current Travel Committee, two representatives of the current Girls Committee, two representatives of the Coaching Committee, and a moderator selected by the Vice President. This Nominating Committee shall review potential candidates for the elected positions and recommend a single slate of officers to the membership at the Annual Meeting. Any member interested in serving as an elected officer shall inform the Nominating Committee in writing no later than 10 days prior to the regularly scheduled March Executive Board Meeting. The Nominating Committee shall submit their recommended slate of officers to the current Executive Board at their final regularly scheduled meeting in March, plus a list of all other names of those who have submitted their interest in becoming an elected officer. No further submission for a position for elected office will be allowed following the regular March Board meeting.

After the submission to the members of the recommended slate of officers, only those positions with more than one person recommended and interested in any position shall be voted on by the membership. Each nominee shall be allowed a 5 minute presentation to the general membership. In the event of a tie, sequential ballots shall be conducted with the candidate with the lowest vote total being eliminated from the succeeding ballot until the field is reduced to two (2) candidates on the final ballot.

#### 6.5 President

The President shall be the principal executive officer of the Association. Subject to the direction of the Executive Board, he/she shall be in charge of the business and affairs of the Association.

#### 6.6 Executive Vice President

The Executive Vice President shall assist the President in the discharge of his/her duties as the President may direct and shall perform other duties from time to time as may be assigned to him/her by the President or by the Executive Board. In the absence of the President or in the event of his/her incapacitation the Executive Vice President shall perform the duties of the President. The Executive Vice President will also be the chair of the STAR/Disciplinary Committee.

#### 6.7 House Vice President

The House Vice President shall be the active member of the Executive Board chairing and responsible for representing the interests of the house hockey program as expressed by the House Committee, a standing committee of the Association. The House Vice President shall review lists of qualified applicants for the House Committee and will recommend appointments to fill the positions on the House Committee, subject to approval by the Executive Board.

#### 6.8 Travel Vice President

The Travel Vice President shall be the active member of the executive board chairing and responsible for representing the interests of the travel hockey program as expressed by the Travel Committee, a standing committee of the Association. The Travel Vice President shall review lists of qualified applicants for the Travel Committee and will recommend appointments to fill the positions on the Travel Committee, subject to approval by the Executive Board.

#### 6.9 Girls Vice President

The Girls Vice President shall be the active member of the executive board chairing and responsible for representing the interests of the girls hockey program as expressed by the Girls Committee, a standing committee of the Association. The Girls Vice President shall review lists of qualified applicants for the Girls Committee and will recommend appointments to fill the positions on the Girls Committee, subject to approval by the Executive Board.

#### 6.10 Executive Treasurer

The Executive Treasurer shall be the principal financial officer of the Association. He/She shall be responsible for the maintenance of adequate books of accounts for the Association, have charge and partial custody of funds and be responsible for the receipt and disbursement thereof, provide an annual budget, and perform all the duties incident to the office of Executive Treasurer and other such duties as assigned from time to time by the President or the Executive Board. The Executive Treasurer may be bonded in the faithful discharge of his duties in such sum and with such surety as the Executive Board shall determine. All costs for such bonding or surety shall be borne by the Association. The Executive Treasurer will also be the chair of the Fundraising Committee.

#### 6.11 Executive Secretary

The Executive Secretary shall record the minutes of the Annual Meeting of the members and the regular meetings of the Executive Board, see that all notices are duly given in accordance with the provisions of these bylaws, be the custodian of the Association non-financial records, maintain the register of the names and addresses of the members, both active and suspended, and perform all duties incident of the office of Executive Secretary and other such duties as assigned from time to time by the President or the Executive Board. The Executive Vice President will also be the chair of the Communications Committee.

#### 6.12 Mite Director

The Mite Director shall be the active member of the Executive Board chairing and responsible for representing the interests of the mite hockey program as expressed by the Mite Committee, a standing committee of the Association. The Mite Director shall review lists of qualified applicants for the Mite Committee and will recommend appointments to fill the positions on the Mite Committee, subject to approval by the Executive Board.

#### 6.13 Coaching Director

The Coaching Director shall be in charge of the coaches of the Association. The Coaching Director shall have a group of individuals that may include coaches from the House, Travel and Girls Committees and said group's duties shall include soliciting, interviewing and recommending all coaches to the Executive Board. The Coaching Director shall perform any and all other duties as may be directed by the Executive Board.

#### 6.14 Referee in Chief

The Referee in Chief shall be responsible for the scheduling, training and improvement of referees utilized by the Association. The Referee in Chief will keep records of certification levels of all referees.

#### 6.15 Vacancies

A vacancy in the office of President shall be filled by the Executive Vice President. Any other vacancy occurring in an elected office shall be filled temporarily by another Executive Board Member (appointed by the President) until a replacement is selected. The vacancy is required to be posted on the Association website at least 10 days prior to the next board meeting. The Executive Board may interview candidates during the board meeting. A majority vote is required to approve a new board member. Any person obtaining office under this provision shall serve for the unexpired portion of his predecessor in office.

#### 6.16 Removal

Any elected officer may be removed from office if at least four fifths (4/5) of the total number of the active members vote for such removal at a special meeting of the members called for that purpose. An elected officer may also be removed from office if four fifths (4/5) of the total members of the Executive Board vote affirmatively for such removal at a special meeting of the Executive Board called for that purpose.

#### 6.17 Compensation

Elected officers and members of the Executive Board shall not receive any salaries for their services, nor shall they receive any sums or expenses for attending Executive Board meetings. However, it is provided that nothing herein contained shall be construed to preclude any officer of the corporation from serving the Association in another capacity and receiving reasonable compensation for those services provided.

#### 6.18 Conflict of interest

The Executive Board will adopt a formal Conflict of Interest Policy and will have the power to periodically amend this policy to conform to updated law, statutes and customary norms as the Board deems necessary. Each member of the Board will affirm their understanding and compliance with this policy annually at the first regularly scheduled board meeting.

Immediately following the approval of the agenda at any meeting, the Board will devote the necessary time for Board members to disclose any conflicts of interest. Where a conflict is identified, the member(s) identified with a conflict shall be precluded from voting on matters relevant to the identified conflict.

## **Article VII. Committees**

### **7.1 Powers not delegable**

The Executive Board may not delegate to any committee the authority and responsibility of the Association except as stated in Sections 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, and 7.10.

### **7.2 House Committee**

The House Committee is a standing committee of the Association. The House Committee shall advise the Executive Board on all matters specifically relevant to the development and improvement of the house hockey program. All actions of the House Committee shall be subject to review and approval by the Executive Board. The House Committee will be chaired by the House Vice President, and should include one person from each division - a single representative/coach/member - and at least two other members representing house teams.

### **7.3 Travel Committee**

The Travel Committee is a standing committee of the Association. The Travel Committee shall advise the Executive Board on all matters specifically relevant to the development and improvement of the travel hockey program. All actions of the Travel Committee shall be subject to review and approval by the Executive Board. The Travel Committee will be chaired by the Travel Vice President, and should include one person from each age division – a single representative/coach/ member - and at least two other members representing travel teams.

### **7.4 Girls Committee**

The Girls Committee is a standing committee of the Association. The Girls Committee shall advise the Executive Board on all matters specifically relevant to the development and improvement of the girls hockey program. All actions of the Girls Committee shall be subject to review and approval by the Executive Board. The Girls Committee will be chaired by the Girls Vice President, and should include one person representing each age division – a single representative/coach/member - and at least two other members representing the girls teams.

### **7.5 Mite Committee**

The Executive Board may create a standing Mite Committee for any and all purposes as needed

by the Association. The Mite Committee shall be chaired by the Mite Director and should include qualified members of the Association to assist the Mite Director in carrying out the duties otherwise contemplated herein.

#### 7.6 Coaching Committee

The Executive Board may create a standing Coaching Committee for any and all purposes as needed by the Association. The Coaching Committee shall be chaired by the Coaching Director and should include qualified members of the Association to assist the Coaching Director in carrying out the duties otherwise contemplated herein.

#### 7.7 STAR/Disciplinary Committee

The STAR/Disciplinary Committee is a standing committee of the Association. This Committee is established to hold STAR/Disciplinary hearings and make reports and recommendations to the executive board and ultimate referral to the MAHA, if necessary. The Committee is to be chaired by the Executive Vice President and an odd number of members, not less than four (4) other members as appointed by the Executive Board. The Committee is generally subject to all other rules and regulations as stated within Article VII, except that this Committee shall only meet as directed by the Executive Board.

#### 7.8 Communications Committee

The Executive Board may create a standing Communications Committee for any and all purposes as needed by the Association. The Communications Committee shall be chaired by the Executive Secretary and should include qualified members of the Association to assist the Executive Secretary in carrying out the duties otherwise contemplated herein.

#### 7.9 Fundraising Committee

The Executive Board may create a standing Fundraising Committee for any and all purposes as needed by the Association. The Fundraising Committee shall be chaired by the Executive Treasurer and should include qualified members of the Association to assist the Executive Treasurer in carrying out the duties otherwise contemplated herein.

#### 7.10 Ad-Hoc Committee

The Executive Board may create one or more Ad-Hoc Committees for any and all purposes as needed by the Association. The Ad-Hoc Committee shall be chaired by an Executive Board Member and should include qualified members of the Association to assist the Executive Board Member in carrying out the duties otherwise contemplated herein.

#### 7.11 Regular meetings

Regular meetings of the aforementioned committees shall be held at such time and location as determined by the committees and posted on the Association website.

#### 7.12 Special meetings

Special meetings of the committees may be held at such time and location as determined by the specific Committee Chair and posted on the Association website.

#### 7.13 Notice

Written notice of the place, date, hour and purpose of any special meeting of the committees shall be furnished to each appointed member of the committee not less than 72 hours prior to the time scheduled for the meeting.

#### 7.14 Quorum

A quorum shall be a simple majority of committee members present at any meeting.

#### 7.15 Vote required for action

The act of the majority of the committee members present at a committee meeting at which a quorum is present shall be the act of the committee, unless a greater number is required by these bylaws.

#### 7.16 Compensation

Officers and appointees shall not receive any salaries for their services, nor shall they receive any sums or expenses for attending committee meetings. However, it is provided that nothing herein contained shall be construed to preclude any officer or appointee from serving the Association in any other capacity and receiving reasonable compensation therefore.

### **Article VIII. Contracts, Checks, Deposits and Funds**

#### 8.1 Contracts

The Executive Board may authorize any officer or officers, agents or agents of the Association to enter into contracts or to execute and deliver any instrument in the name of and behalf of the Association and such authority may be general or confined to specific instances.

#### 8.2 Checks, drafts, etc

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, any instruments shall be signed by the Executive Treasurer or President of the Association.

#### 8.3 Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such federally insured banks, trust companies, or other depositories as the Executive Board



may select.

#### 8.4 Gifts and contributions

The Executive Board may accept any contributions or gift to the Association for the general purposes or for any special purpose of the Association.

#### 8.5 Financial audit

An annual audit is required by an independent audit firm, unless the Executive Board waives such requirement at a regularly posted meeting.

### **Article IX. Books and Records**

#### 9.1 Minutes and financial records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of members, meetings of the Executive Board and meetings of any standing committees. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time.

#### 9.2 Membership register

The Executive Secretary shall keep a current register of the names and addresses of the active members eligible to vote. A like register shall be kept for members under suspension (if any).

#### 9.3 Annual budget

An annual budget for the Association is required to be published on the Association website within 30 days of adoption by the Executive Board.

### **Article X. Fiscal Year**

#### 10.1 Fiscal year

The fiscal year of the Association shall be from April 1 through March 31.

### **Article XI. Membership Fees and Dues**

#### 11.1 Membership fees and dues

In addition to registration fees established by the Executive Board, annual registration fees and/or dues may be established for team registration or for membership in USA Hockey or in MAHA.

Other assessments necessary for the operation of this Association may, from time to time, be established by the Executive Board or the board of directors of the MAHA or USA Hockey. All assessments and fees shall be payable as directed by the Executive Board. Failure to comply with

this section and any rules promulgated hereunder shall result in the immediate suspension of active membership as outlined in Article 3.6 and shall remain in full force until such time as there is full compliance.

## **Article XII. Insurance**

### 12.1 Insurance

In addition to any other insurance required or provided by affiliated organizations, the Association may purchase and maintain insurance and pay the entire premium therefore on behalf of any person who is or was a member of the Executive Board or any standing committee of the Association.

## **Article XIII. Rules Of Order**

### 13.1 Rules of order

To the extent not inconsistent with these bylaws, meetings of the members of the Association, the Executive Board, and related committee meetings should be conducted in accordance with Robert's Rules of Order.

## **Article XIV. Amendments**

### 14.1 Amendments

These Bylaws may be amended at any meeting of the Executive Board by an affirmative vote of two thirds (2/3) of the members of the board then in office. No amendments inconsistent with the Articles of Incorporation shall be effective prior to the amendment of the Articles of Incorporation. Amendments or modifications become effective upon approval, unless a delayed implementation date is specifically noted. Members may provide any potential bylaw amendments to the Board at any regularly scheduled meeting.

## **Article XV. Dissolution**

### 15.1 Dissolution

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article XVI. Implementation**

### 16.1 Implementation

These bylaws became effective upon approval by the membership at the April 10, 2023 annual meeting.