

**Bylaws**  
**Of the**  
**Littleton Hockey Association**  
**a Colorado Nonprofit Corporation**

**ARTICLE I**

**MEMBERS**

Section 1.01 *Membership.*

(a) Membership in the Littleton Hockey Association (the "Association") shall be comprised of the following (collectively, the "Members"):

**Participant Members:** Players currently registered with the Association ("Participants"), which in the case of a Participant Member who is not at least eighteen (18) years of age ("Minor Participant Member") shall include the parent(s) or guardian(s) legally authorized to act on behalf of such Minor Participant Member. For purposes of these Bylaws, a Minor Participant Member and his or her parent(s) or other legal guardian(s) shall together be deemed to be a single Participant Member.

**Coach Members:** Members of the Littleton Hockey Coach's Association, or its successor (the "LHCA"), who are not parent(s) or legal guardian(s) of minor Participant Members. An LHCA membership list shall be provided to the Secretary at least annually (or more frequently as may be reasonably requested by the Secretary) in order to determine those persons who then qualify as Coach Members.

**Other Members:** Other persons who are deemed necessary to the operation of the Association's program and who are elected to membership by the Association's board of directors (the "Board of Directors").

(b) Eligibility for and acceptance of registration with the Association of Participant Members shall be determined in the sole and absolute discretion of the Board of Directors. Questions of membership status shall be resolved in accordance with these Bylaws and the rules and regulations of the Association, and in the case of uncertainty or dispute, by the Board of Directors, whose determination on such issue shall be final.

(c) Except as otherwise provided in these Bylaws or required by applicable law, Member lists or other information concerning the Members shall be deemed and kept confidential and shall not be available for inspection or copying or otherwise furnished to any Member or other person or entity except as may be required in connection with the activities of the Association. Members wishing to communicate with other Members may request the Secretary to distribute such information to the Members, and upon compliance with such conditions as the Secretary may reasonably impose, and payment of the costs thereof, the Secretary shall (and in the case of communications for commercial purposes may) distribute such information to the Members.

Section 1.02 ***Suspension or Termination***. Membership in the Association and/or participation in activities of the Association shall be subject to suspension or termination in the event of a failure to comply with any of the requirements of these Bylaws, the rules and regulations or decisions of the Board of Directors, of USA Hockey, Inc. or of any Affiliate Members having jurisdiction over the Association from time to time, or for other reasons deemed by the Board of Directors to be in the best interests of the Association. A determination to suspend or terminate the membership or participation privileges of a Member shall be at the sole and absolute discretion of the Board of Directors.

Section 1.03 ***Annual Meeting of Members***. The annual meeting of the Members shall be held on the date, which shall be in April (or as soon thereafter as may be practicable), and at the time and place fixed by the Board of Directors.

Section 1.04 ***Special Meetings of Members***. A special meeting of the Members for any purpose or purposes may be called by the Board of Directors or the President. The Association shall also hold a special meeting of the Members in the event it receives, in the manner specified in Section 10.09, one or more written demands for such meeting, stating the purpose or purposes for which it is to be held, signed and dated by Members aggregating not less than ten percent (10%) of the then total Participant Members. Special meetings shall be held at such place as the Board of Directors or the President may determine.

Section 1.05 ***Voting List***.

(a) The Secretary shall prepare a list of the names of all Members who are entitled to be given notice of a meeting of Members. The list shall be alphabetical and shall show the address of each Member.

(b) The list of Members shall be available for inspection by any Member beginning the earlier of ten (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, at the Association's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held.

(c) The Secretary shall make the list of Members available at the meeting, and any Member or agent or attorney of a Member is entitled to inspect the list at any time during the meeting or any adjournment.

Section 1.06 *Notice to Members.*

(a) The Secretary shall give notice to Members of the date, time and place of each annual and special meeting of the Members no fewer than ten (10) nor more than sixty (60) days before the date of the meeting; except that if the Articles of Incorporation or Bylaws are to be amended, at least thirty (30) days' notice shall be given.

(b) Notice of an annual meeting of the Members need not include a description of the purpose or purposes for which the meeting is called unless a purpose of the meeting is to consider an amendment to the Association's Articles of Incorporation or Bylaws, a restatement of the Articles of Incorporation, a plan of merger, disposition of substantially all of the property of the Association, consent by the Association to the disposition of property by another entity or dissolution of the Association.

(c) Notice of a special meeting of the Members shall include a description of the purpose or purposes for which the meeting is called.

(d) Notice of a meeting of the Members shall be in writing and shall be given:

(i) by posting in a conspicuous place at the principal venue of the Association's program, and, if so given, shall be effective when posted; or

(ii) by deposit in the United States mail, properly addressed to the Member's address shown in the Association's current record of Members, first-class postage prepaid, and, if so given, shall be effective when mailed; or

(iii) by telegraph, teletype, electronically transmitted facsimile, electronic mail, mail or private carrier or by personal delivery to the Member, and, if so given, shall be effective when actually received by the Member.

(e) If an annual or special meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that, if a new record date for the adjourned meeting is fixed pursuant to Section 1.07(c), notice of the

adjourned meeting shall be given to persons who are Members as of the new record date.

(f) If three successive notices are given by the Association, whether with respect to a meeting of the Members or otherwise, to a Member and are returned as undeliverable, no further notices to such Member shall be necessary until another address for the Member is made known to the Association.

Section 1.07 ***Quorum***. The presence of Members entitled to cast thirty (30) votes shall constitute a quorum for purposes of annual or special Meeting. If a quorum does not exist, the President or any Member that is present at the meeting may adjourn the meeting to a different date (within sixty (60) days), time or place, and, subject to the next sentence, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. At any adjourned meeting at which a quorum exists, any matter may be acted upon that could have been acted upon at the meeting originally called; provided, however, that if new notice is given of the adjourned meeting, then such notice shall state the purpose or purposes of the adjourned meeting sufficiently to permit action on such matters. Once a Member is or is deemed present for any purpose at a meeting, including the purpose of determining that a quorum exists, such Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 1.08 ***Voting Entitlement***. Only Members in good standing with the Association shall be entitled to vote at meeting of the Members. Each Member shall be entitled to one vote on each matter voted on at a meeting of the Members.

Section 1.09 ***Method of Voting***. A Member may cast his/her vote based upon the type of ballot being presented.

- 1) Special meetings and annual meeting voting shall be done in person. Voting by proxy or absentee ballot shall not be permitted at special and annual meetings. Voting shall be by show of hands unless the Board of Directors determines that a secret ballot shall be utilized. If more than one parent or other legal guardian of a Minor Participant Member is present at a meeting, one of such persons shall be designated to cast the vote of such Minor Participant Member, or in the absence of such designation, the person entitled to vote on behalf of such Minor Participant Member shall be designated by the Board of Directors.
- 2) Ballots and Voting by US Mail. If the Board of Directors, by a majority vote, determines that a mail ballot is needed to address a specific topic that a special meeting or the annual meeting cannot address due to time constraints or the

importance of the ballot issue, then a mail-in ballot vote shall be allowed. A mail-in ballot shall contain the following information:

- a. Identified as a Littleton Hockey Association ballot;
- b. Addressed to the Member;
- c. Signed by the President or Secretary as being a valid ballot;
- d. The purpose of the ballot;
- e. The full wording of the item(s) being voted upon;
- f. A return address where the ballot is to be mailed back or a place that the ballots will be collected;
- g. A deadline date for the ballots to be received. If the Board deems it appropriate, they may use a US Postal Service postmark date as a deadline, i.e. ballots must be postmarked by August x, xxxx to be valid. The deadline date for ballots to be received shall not be less than fourteen (14) calendar days from the date the ballots are mailed by the Board. For example, if the Board mails the ballots on the first day of the month, the deadline date for ballots to be received cannot be prior to the fifteenth (15<sup>th</sup>) day of the month. This is to allow for Members to receive the ballots through the mail and have time to reasonably return the ballots;
- h. The Board of Directors may vote to approve adding postage to the ballots to aid in the return of the ballots

3) If a mail-in ballot is to be completed it shall be the responsibility of the Secretary to address and mail the ballots.

#### Section 1.10 *Waiver of Notice.*

(a) A Member may waive any notice required by law, the Articles of Incorporation or these Bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. The waiver shall be in writing, be signed by the Member entitled to take notice and be delivered to the Association for inclusion in the minutes or filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

(b) A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

## ARTICLE II

### DIRECTORS

Section 2.01 ***Authority of the Board of Directors.*** The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, a Board of Directors, each member of which also shall be an officer of the Association as provided in Article IV hereof.

Section 2.02 ***Number.*** The Board of Directors shall be comprised of seven (7) members, but may be increased or decreased by amendment of these Bylaws; however, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The seven member Board shall consist of the offices of President, Vice President, Secretary, Treasurer, Director of Coaching and Player Development, Director of Hockey Operations and Director of Member and Community Relations, Note: The Director of Member and Community Relations may also be referred to as the Director At-Large.

Section 2.03 ***Qualification.*** Each director shall be at least twenty-one (21) years of age and shall at all times during his or her term of office be a Member (or a parent or legal guardian of a minor Participant Member) of the Association. In addition, in the case of the President, such person also shall have previously served a minimum of one term as a member of the Board of Directors, and in the case of the Director of Coaching and Player Development, such director shall be a member of the LHCA. In the event that any director ceases to be qualified to hold his or her office, the term of office of such director shall thereupon terminate and a vacancy in such office shall be deemed to have occurred.

Section 2.04 ***Participation on Other Governing Boards.*** During his or her term of office, a director shall not serve as a director or officer of any other organization which participates in a league in which an Association team also participates. Directors also are discouraged, although not prohibited, from serving as an officer or director of any organization in which the Association participates or which has jurisdiction over the Association. In the event a director shall serve in such capacity, the director shall disclose any potential conflict of interest to the Board of Directors or to the governing board of such other organization, as applicable, and shall refrain whenever possible from voting on such issues with respect to which such director may have a conflict of interest.

Section 2.05 ***Election.*** Directors shall be elected at the annual meeting of the Members or at a special meeting called for that purpose.

Section 2.06 ***Term.*** All Directors positions shall be elected for a term of two years and shall hold office until their respective successors are duly elected and qualified. The terms of such directors shall be staggered, to be implemented as follows: at the first annual meeting of Members following the date of adoption of this provision of these Bylaws, the Secretary and Director of Hockey Operations shall be elected for a one year term, and the Treasurer and Director of Member and Community Relations shall be

elected for two year terms; thereafter, all such directors shall be elected for two year terms.

Section 2.07 **Resignation.** A director may resign at any time by giving written notice of his or her resignation to any other director or, if the director is not also the Secretary, to the Secretary. The resignation shall be effective when it is received by another director or the Secretary, as the case may be, unless the notice of resignation specifies a later effective date. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

Section 2.08 **Removal.** Any director may be removed by the Members, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal.

Section 2.09 **Vacancies.**

(a) Except as provided in 2.09(c), if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy, or if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If the Board of Directors fail to fill the vacancy within sixty (60) days of the occurrence of the vacancy, the Members may fill the vacancy at the next annual meeting of Members or at a special meeting of Members called for that purpose.

(b) A vacancy that will occur at a specific later date, by reason of resignation that will become effective at a later date under Section 2.07 or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

(c) A vacancy which occurs as the result of the election of an incumbent director to a different office shall if possible be filled by election of the Members at such meeting; provided, however, that if such vacancy is not filled at such meeting, it shall be filled as provided in Section 2.09(a).

Section 2.10 **Powers of the Board of Directors.** In addition to other powers stated herein and provided or permitted by law, the Board of Directors shall have the power, among others, to:

(a) formulate, prescribe, alter and amend the rules and regulations for the governance and operation of the Association;

- (b) impose and enforce penalties for any violation of these Bylaws or the rules and regulations of the Association;
- (c) modify any suspension or penalty that has been imposed by the officers or committees of the Association;
- (d) temporarily fill the vacancy on the Board of Directors caused by the resignation or withdrawal of any director;
- (e) appoint sub-committees from its membership, or otherwise employ individuals or entities for the handling of special or specified business;
- (f) establish and collect fees and funds of the Association and direct the expenditure of moneys;
- (g) approve the coaches assigned to each team in the Association's program and each team's player roster, including any changes thereto;
- (h) determine affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., and participation of teams in leagues and tournaments;
- (i) interpret, define and explain all of the provisions of these Bylaws and the rules and regulations of the Association; and
- (j) call any necessary special meetings of the Association and fix the time and place of such meetings, subject to Article I of these Bylaws.

The foregoing enumeration of specific powers of the Board of Directors is an example and not to be deemed a limitation of the powers and authority of the Board of Directors.

Section 2.11 ***Limitations on Individual Director's Authority.*** Unless specifically authorized by the Board of Directors, no director shall represent to other persons, organizations or others that he or she is speaking on behalf of the Association or that his or her opinion is the official position of the Association.

Section 2.12 ***Meetings of the Board of Directors.*** The Board of Directors may hold regular or special meetings within or without of the State of Colorado. The Board of Directors may, by resolution, establish the dates, times and places for regular meetings, which may thereafter be held without further notice. Special meetings may be called by the President or by any two directors, and shall be held at such place as is specified in the notice of the meeting.

Section 2.13 ***Notice of Special Meetings.*** Notice of a special meeting shall be given to every director at least twenty-four (24) hours before the time of the meeting, stating the date, time and place of the meeting. The notice need not describe the purpose of the



meeting. Notice may be given orally to the director, personally or by telephone or other wire or wireless communication. Notice may also be given in writing by telegraph, teletype, electronically transmitted facsimile, electronic mail, mail or private carrier. Notice shall be effective at the earliest of: (i) the time it is received; (ii) five (5) days after it is deposited in the United States mail, properly addressed to the last address for the director shown on the records of the Association, first-class postage prepaid; or (iii) the date shown on the return receipt if mailed by registered or certified mail, return receipt requested, postage prepaid, in the United States mail and if the return receipt is signed by the director to which the notice is addressed.

Section 2.14 ***Quorum***. Except as provided in Section 2.09, a majority of the number of directors fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law.

Section 2.15 ***Waiver of Notice***.

(a) A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by Section 2.15(b), the waiver shall be in writing and shall be signed by the director. Such waiver shall be delivered to the Secretary for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

(b) A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless, at the beginning of the meeting or promptly upon his or her later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.16 ***Attendance by Telephone***. One or more directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.17 ***Deemed Assent to Action***. A director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to all action taken at the meeting unless:

(a) the director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting;

(b) the director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(c) the director causes written notice of his or her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the Secretary (or, if the director is the Secretary, by another director) promptly after adjournment of the meeting.

The right of dissent or abstention pursuant to this Section 2.17 as to a specific action is not available to a director who votes in favor of the action taken.

Section 2.18 ***Action by Directors Without a Meeting.*** Any action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if all members of the Board of Directors consent to such action in writing. Action shall be deemed to have been so taken by the Board of Directors at the time the last director signs a writing describing the action taken, unless, before such time, any director has revoked his or her consent by a writing signed by the director and received by the Secretary or any other person authorized by these Bylaws or the Board of Directors to receive such a revocation. Such action shall be effective at the time and date it is so taken unless the directors establish a different effective time or date. Such action has the same effect as action taken at a meeting of directors and may be described as such in any document.

### **ARTICLE III**

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors may create one or more committees and appoint one or more directors to serve on them. The creation of a committee and appointment of directors to it shall require the approval of a majority of all the directors in office when the action is taken, whether or not those directors constitute a quorum of the Board of Directors.

The provisions of these Bylaws governing meetings, action without a meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

To the extent specified by resolution adopted from time to time by a majority of all the directors in office when the resolution is adopted, whether or not those directors constitute a quorum of the Board of Directors, each committee shall exercise the authority of the Board of Directors with respect to the corporate powers and the management of the business and affairs of the Association.

The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with applicable standards of conduct.

## ARTICLE IV

### EXECUTIVE DIRECTOR

Section 4.01 ***Appointment.*** The Board of Directors may appoint an Executive Director upon terms and conditions as shall be mutually satisfactory. The Board of Directors shall have the authority to enter into a contractual agreement for a specified number of years with the Executive Director, which shall be binding upon the Association. The Executive Director may be referred to as the Hockey Director.

Section 4.02 ***Duties.*** The Executive Director shall be an ex-officio member of all committees of the Association and shall perform all secretarial duties, attend to all routine details, receive and distribute all funds received from any source upon approval of the Board of Directors, and assist and perform all other general duties as the need arises or as directed by the Board of Directors. The Executive Director shall not vote at any meetings of the Association or committees. The Executive Director shall provide a bond for the faithful discharge of the Executive Director's duties, at the Executive Director's expense, in such amount and with such surety or sureties as determined by the Board of Directors.

The Executive Director, in addition to the foregoing and with the concurrence of the President, shall be charged with the operation, general supervision and direction of all of the business affairs of the Association and shall discharge all of the duties imposed upon the Executive Director by the Board or Directors from time to time.

## ARTICLE V

### OFFICERS

Section 5.01 ***General.*** The Association shall have as elective officers a President, Vice President, Secretary, Treasurer, Director of Coaching and Player Development, Director of Hockey Operations, and Director of Membership and Community Relations (which may also be known as the Director At-Large). No two or more elective offices may be held by the same person. The elective officers shall be members of the Board of Directors and shall have full voting privileges.

The Board of Directors may from time to time appoint as additional officers one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other subordinate officers as the Board of Directors deem necessary or appropriate. Such subordinate officers of the Association shall hold their offices for such terms and shall exercise such authority and perform such duties as shall be determined from time to time by the Board of Directors. These assistant officers shall be non-voting members of the Board.

Section 5.02 ***Term and Voting Privilege.*** Each elective officer shall hold office from the date of election until his or her successor is duly elected and qualified or until such officer is no longer eligible to hold such office or is removed or resigns as provided in Section 4.03. Subordinate officers appointed by the Board of Directors shall serve at the pleasure of the Board of Directors. The following directors shall be voting members of the Board: President, Vice President, Secretary, Treasurer, Director of Coaching and Player Development, Director of Hockey Operations, and the Director of Membership and Community Relations for a total of seven (7) voting members. Assistant Directors and appointed positions shall not have the right to vote on Board issues.

Section 5.03 ***Resignation and Removal.*** Any officer may resign at any time by giving written notice of resignation to any director (or to any director other than the resigning officer if the officer is also a director), to the President or to the Secretary. Acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides. Elective officers may be removed only by the Members, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of the officer. An officer may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal. Subordinate officers appointed by the Board of Directors may be removed at any time only by the Board of Directors, with or without cause.

Section 5.04 ***President*** - The President shall preside at all meetings of Members, and the President shall also preside at all meetings of the Board of Directors unless the Board of Directors has appointed a Chairman, Vice Chairman or other officer of the Board of Directors and has authorized such person to preside at meetings of the Board of Directors in lieu of the President. Subject to the direction and control of the Board of Directors, the President shall be the chief executive officer of the Association and as such shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may negotiate, enter into and execute contracts and other instruments on behalf of the Association as are necessary and appropriate to the conduct to the business and affairs of the Association or as are approved by the Board of Directors. The President shall have such additional authority and duties as are appropriate and customary for the office of president and chief executive officer, except as the same may be expanded or limited by the Board of Directors from time to time.

Section 5.05 ***Vice President*** - The Vice President shall be the officer next in seniority after the President. The Vice President shall have such authority and duties as are prescribed by the Board of Directors or President. Upon the death, absence or disability of the President, the Vice President shall have the authority and duties of the President.

Section 5.06 ***Secretary*** - The Secretary shall perform such duties as are appropriate and customary for the office of Secretary, except as the same may be expanded or limited from time to time by the President or the Board of Directors.

Section 5.07 ***Assistant Secretary*** - The Assistant Secretary, if any, or, if there are more than one, the Assistant Secretaries in the order determined by the Board of Directors or the Secretary (or, if no such determination is made, in the order of their appointment) shall, under the supervision of the Secretary, perform such duties as may be prescribed from time to time by the Board of Directors or the Secretary. Upon the death, absence or disability of the Secretary, the Assistant Secretary, if any, or, if there are more than one, the Assistant Secretaries in the order designated by the Board of Directors or the Secretary (or, if no such determination is made, in the order of their appointment), shall have the authority and duties of the Secretary.

Section 5.08 ***Treasurer*** - The Treasurer shall be the chief financial officer of the Association and as such shall have general and active management of the financial affairs of the Association. The Treasurer shall perform duties as are appropriate and customary for the office of Treasurer, except as the same may be expanded or limited from time to time by the President or the Board of Directors.

Section 5.09 ***Assistant Treasurer*** - The Assistant Treasurer, if any, or, if there are more than one, the Assistant Treasurers in the order determined by the Board of Directors or the Treasurer (or, if no such determination is made, in the order of their appointment) shall, under the supervision of the Treasurer, have such duties as may be assigned from time to time by the Board of Directors or the Treasurer. Upon the death, absence or disability of the Treasurer, the Assistant Treasurer, if any, or if there are more than one, the Assistant Treasurers, in the order determined by the Board of Directors or the Treasurer (or, if no such determination is made, in the order of their appointment), shall have the authority and duties of the Treasurer.

Section 5.10 ***Director of Coaching and Player Development*** - The Director of Coaching and Player Development shall be responsible for the administration of all coaching and educational programs within the Association. He or she shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.11 ***Director of Hockey Operations*** - The Director of Hockey Operations shall be responsible for overseeing the Competitive, Recreational and Initiation programs of the Association as designated by the Board of Directors, including the monitoring of the Participant selection process, approval of travel and tournament participation requests and representation of the Association and such teams, to the extent practicable, at meetings of the league(s) in which such teams participate. The Director of Hockey Operations shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.12 ***Director of Membership and Community Relations (At-Large)*** - The Director of Membership and Community Relations shall be the liaison between the Board of Directors and Members, age group coordinators, team managers, sponsors and other community organizations. The Director of Membership and Community Relations also shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.13 ***Appointed Positions & Coordinators*** - The Board of Directors may, by a majority vote, appoint the following Coordinators to perform functions required by the Association. The Board of Directors may appoint or hire the person to handle the duties of the LHA Scheduling and Officiating Coordinator, LHA Tournament Coordinator, LHA Major Fundraising Coordinator and Association Registrar. The compensation for these positions shall be voted upon by the Board of Directors. The Board may also, by a majority vote, assign one or more of these duties to the Executive Director to complete on behalf of the Association.

Section 5.14 ***LHA Scheduling and Officiating Coordinator*** - The LHA Scheduling and Officiating Coordinator shall be responsible for the acquisition and allocation of use of facilities for the Association's program. The LHA Scheduling and Officiating Coordinator shall schedule the use of such facilities for practices, games and other purposes established by the Board of Directors, shall act as liaison between the Association, USA Hockey, Inc., the applicable Affiliate Member(s) and the league(s) in which the Association may participate for purposes of scheduling games and other facilities utilization, shall be the liaison between the Association and the designated officials association for the assignment of on-ice officials for all games for which the Association has responsibility to arrange for officials, and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.15 ***LHA Tournament Coordinator*** - The LHA Tournament Coordinator shall be responsible for organizing and managing all invitational, playoff and other tournaments hosted by the Association, and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.16 ***LHA Major Fundraising Coordinator*** - The LHA Major Fundraising Coordinator shall be responsible for the supervision of major fundraising projects undertaken by the Association, and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Section 5.17 ***Association Registrar*** - The Association Registrar shall be the registrar for the Association and shall be responsible for the registration of Teams, Participants, Coaches and Managers, as directed by the bylaws and the rules and regulations of the Association and such organizations as may have jurisdiction over the Association, including without limitation USA Hockey, Inc. and its applicable Affiliate Member(s); and perform such additional duties as are assigned from to time by the President or the Board of Directors.

Section 5.18 ***U8 / Initiation Program Liaison*** - Due to the large numbers or participants at the U-8 level and the many questions and issues that arise for new players and families when beginning ice hockey, the Board of Directors understands the need for a specific Board appointed person to help these players and families with the process. The U8 Liaison shall be the liaison between the Board of Directors and Members, Coaches and Team Managers at the U-8 / Initiation Program level. The U8 Liaison shall perform such

additional duties as may be assigned from time to time by the President or Board of Directors.

Section 5.19 ***Past President*** - The Board of Directors recognizes the need for consistency and continuity within the Board and Association. The outgoing President will have a non-voting position on the Board as the past President to help guide, instruct and mentor the new President and Board of Directors. The Past President shall also perform any additional duties assigned by the Board of Directors. The Past President position will be a one year term, unless extended by the mutual agreement of the Past President and the Board of Directors.

Section 5.20 ***Limitations on Individual Officer's Authority***. Unless specifically authorized by the Board of Directors, no officer shall represent to other persons, organizations or others that the officer is speaking on behalf of the Association or that the officer's opinion is the official position of the Association.

## ARTICLE VI

### FEES, ASSESSMENTS AND SANCTIONS

Section 6.01 ***Fees, Assessments and Other Charges***. Fees, assessments and other charges shall be assessed to Participants and teams by the Board of Directors in amounts sufficient to carry out the purposes of the Association, including without limitation annual registration fees; the cost of facilities rental; officiating fees; equipment acquisition, maintenance and replacement; fees and dues to governing bodies, affiliated organizations and leagues; capital expenditures; administrative costs; and the provision of reasonable operating and capital reserves. Such fees, assessments and charges shall be established in accordance with sound financial practices, and may differ among age groups and competitive levels.

Section 6.02 ***Sanctions***. Delinquency in the payment of the established fees, assessments and other charges of the Association when due and payable may result in loss of membership or suspension of the subject Participant from the Association. Continued failure to pay such fees or assessments, and any late fees or penalties imposed as a result thereof, for a period of thirty (30) days after they become due shall result in automatic termination of such Participant's membership in the Association.

## ARTICLE VII

### AFFILIATION WITH USA HOCKEY, INC.

The Association shall be an Allied Member of USA Hockey, Inc. The Association shall abide by and act in accordance with the articles of incorporation, bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, Inc., and the Affiliate Association of USA Hockey, Inc., having jurisdiction to regulate the sport of amateur ice hockey within the State of Colorado.

All Participants and coaches, in order to be eligible to participate in the Association's program, shall be required to be registered with USA Hockey, Inc., in accordance with the prevailing rules and regulations of USA Hockey, Inc.

The Association shall assist USA Hockey, Inc., in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, Inc., within and upon its members and/or within its jurisdiction, and shall be guided by the core values of USA Hockey, Inc., relating to sportsmanship, respect for the individual, integrity, pursuit of excellence at the individual, team and organizational levels, enjoyment, loyalty and teamwork.

Affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., shall be at the discretion of the Board of Directors.

## **ARTICLE VIII**

### **SEXUAL ABUSE, SCREENING AND PHYSICAL ABUSE POLICIES**

The Association hereby adopts the sexual abuse, screening and physical abuse policies of USA Hockey, Inc., as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce policies, or sanctions for the violation of such policies, which are more stringent than the prevailing policies and/or sanctions promulgated by USA Hockey, Inc.

## **ARTICLE IX**

### **CODES OF CONDUCT**

The Association hereby adopts the administrators, coaches, parents, players and spectators codes of conduct as promulgated by USA Hockey, Inc., as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce codes of conduct, including sanctions for the violation of such codes of conduct, which are more stringent than the prevailing codes of conduct and/or sanctions promulgated by USA Hockey, Inc. Violation of the Association's codes of conduct shall subject the offender to disciplinary proceedings and sanctions by the Association, which may include suspension or



termination of participation privileges or membership in the Association. Disciplinary proceedings shall be conducted by the Board of Directors, or by a disciplinary committee of the Board of Directors, at which proceedings the alleged violator shall be afforded the opportunity to be heard. Persons charged with violation of the codes of conduct may be suspended from participation in the Association's program pending resolution of disciplinary proceedings.

Nothing herein shall be construed as prohibiting a coach from suspending a Participant on his or her team for a reasonable period of time for disciplinary purposes; however, no Participant shall be involuntarily removed from a team by a coach unless approved by the Board of Directors or a disciplinary committee thereof after a hearing thereon at which the Participant is afforded the opportunity to be heard.

## ARTICLE X

### MISCELLANEOUS

Section 10.01 ***Compensation***. No director or officer, nor any person from whom the Association may receive any property or funds, receive of the Association any pecuniary profit from the operations of the Association; provided however, that reasonable compensation or other form of remuneration may be paid to directors, officers, coaches, agents and employees of the Association for services rendered in effecting one or more purposes of the Association, including reimbursement for actual and reasonable expenses incurred in connection with conducting the affairs of the Association.

Section 10.02 ***Conflicts of Interest***. No director or officer shall enter into any contract or agreement with the Association in which there exists a conflict of interest of such person in his or her capacity as a director or officer unless such conflict of interest is disclosed to the Board of Directors and the contract or agreement is approved by a majority of the non-interested directors.

Section 10.03 ***Property Interest of Directors, Officers and Members***. No director, officer or Member of the Association shall have any right, title or interest in or to any real or personal property or other assets of the Association during its existence, or upon the dissolution of the Association.

Section 10.04 ***Limitation of Liability of Directors and Officers***. The private property of the directors and officers shall be exempt from execution or other liability for any debts of the Association, and no director or officer shall be personally liable or responsible for the debts or liabilities of the Association.

To the fullest extent permitted by applicable law in effect from time to time, a director or officer of the Association shall not be liable to the Association or to its Members for monetary damages for breach of fiduciary duty as a director or officer.

Section 10.05 **Indemnification.** The Association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he or she is or was a director or officer of the Association or, while serving as a director or officer of the Association, he or she is or was serving at the request of the Association as a director, officer, partner, trustee, employee, fiduciary or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity. The Association shall also indemnify any person who is serving or has served the Association as director, officer, employee, fiduciary or agent, and that person's estate and personal representative, to the extent and in the manner provided in any resolution of the Members or directors, contract or otherwise, so long as such provision is legally permissible.

The Association is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of directors, officers, employees, fiduciaries and agents of the Association.

Section 10.06 **Corporate Seal.** The Board of Directors may adopt a seal, circular in form and bearing the name of the Association and the words "SEAL" and "COLORADO," which, when adopted, shall constitute the seal of the Association. The seal may be used by causing it or a facsimile of it to be impressed, affixed, manually reproduced or rubber stamped with indelible ink.

Section 10.07 **Tax-Exempt Status.** The Association shall at all times maintain its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor legislation).

Section 10.08 **Fiscal Year.** The fiscal year of the Association shall commence annually on June 1 and end on May 31 of the following year. The Board of Directors may, by resolution, adopt a different fiscal year for the Association.

Section 10.09 **Receipt of Notices by the Association.** Notices, Member writings consenting to action, and other documents or writings shall be deemed to have been received by the Association when they are received:

- (a) At the registered office of the Association in the State of Colorado;
- (b) At the principal office of the Association (as that office is designated in the most recent document filed by the Association with the Colorado Secretary of State designating a principal office) addressed to the attention of the Secretary;
- (c) By the Secretary wherever the Secretary may be found; or

(d) By any other person authorized from time to time by the Board of Directors, the President or the Secretary to receive such writings, wherever such person is found.

Section 10.10 *Amendment of Bylaws*. These Bylaws may at any time and from time to time be amended, supplemented or repealed by the affirmative vote of a majority of the Members voting at any annual or special meeting of the Members. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with the Articles of Incorporation or with applicable law.

IN WITNESS WHEREOF, I hereby certify that the foregoing is a true and correct copy of the Bylaws of the Littleton Hockey Association as approved by the Members of the Association at the annual meeting duly called and held on April 28, 2008.

( S E A L )

Secretary, Littleton Hockey Association