

# Hockey Association of West Kent



## **By-Laws**

**Adopted – July 6, 2005**

**Amended – February 28, 2006**

# **Hockey Association of West Kent**



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***Article I: Name***

The name of this non-profit corporate organization is the Hockey Association of West Kent.

***Article II: Purpose***

The purposes of this Association are:

- A. To encourage and improve the quality of ice hockey in Western Michigan.
- B. To provide both instructional and competitive ice hockey opportunities to its members.
- C. To associate with the Michigan Amateur Hockey Association (MAHA), USA Hockey and other hockey associations.
- D. To develop and encourage sportsmanship between all players.
- E. To help defray the expense associated with ice hockey and team events through fundraising.
- F. To do any and all acts desirable in the furtherance of the foregoing purposes.

***Article III: Non-Profit***

This corporation shall have no capital stock and is not conducted for financial profit or gain. The method of dissolution of the Association shall be as follows:

1. Upon the adoption of a resolution recommending the dissolution of the

- Association, the question of dissolution shall be submitted to the vote of the general membership
2. The decision to dissolve the Association shall be approved by a resolution adopted by two-thirds of the membership present at the meeting called for this purpose.
  3. On adoption of the resolution to dissolve, the Association shall cease conducting its affairs except to the extent necessary to finalize the dissolution of the Association.
  4. The Association shall give notice of the proposal to dissolve the Association to each known creditor of and claimant against the Association.
  5. Upon confirmation of the resolution for dissolution, the Board of Directors will formulate and develop and approve by resolution a plan for dissolution of the Association.
  6. The assets of the Association shall be distributed according to applicable law in the following order:
    - A. Payments of liabilities and obligations:
      - 1) All liabilities and obligations of the Association must be paid.
      - 2) If there are insufficient assets to pay all the Associations liabilities and obligations, the liabilities and obligations will be paid on a just and equitable basis.
    - B. Property which was delivered or entrusted to the Association, or that belongs to another party or that is held by the Association on the condition that it is returned on the dissolution of the Association must be returned to such party.
    - C. All of the remaining assets of the Association after all payment of all obligations of the Association (if any) must be transferred to a "charitable organization", engaged in activities similar to those of the Association.
  7. After the assets have been distributed, the Articles of Dissolution shall be filed with the Secretary of State and the Board shall take such other action as may be advisable to dissolve the Association.

#### ***Article IV: Fiscal Year***

The fiscal year of the Hockey Association of West Kent shall begin on the 1st day of July and end on the 30th day of June the following calendar year. It is the intent of this Association, and at the discretion of the Board of Directors, to allow for an outside, independent, third party financial audit to be conducted annually at the conclusion of each fiscal year. The time and terms of this financial audit will be determined by the Board of Directors.

## ***Article V: Membership and Voting Rights***

Stock certificates or certificates of membership will not be issued by this non-profit corporation; however, every biological/adoptive parent or legal guardian who has a child playing hockey for a team that is a recognized team of the Association, and who is current in payment of all dues, fees and charges assessed by this Association, is a member of this non-profit corporation.

For voting purposes, one (1) vote shall be allowed to each parent or guardian, regardless of how many players each parent or guardian has that are registered players of the Association, who is in good financial standing with this corporation. Each player who has attained the age of 18 shall be allowed one (1) vote, in lieu of such player's parents or guardian's vote. The failure to pay any fee, charge, dues or other sum of money as may be assessed by the Associations Board of Directors, shall result in the immediate and automatic suspension of such member's rights, privileges and membership in the Association, including, without limitation, all voting rights. During the period of any such suspension and until such member returns to good standing, such members child may not participate in practices or games conducted under the auspices of this Association. Membership, including all voting rights and privileges, and participation in practices and games by the member's child, shall be reinstated provided; 1) all assessed fees, dues and other charges are paid in full; and 2) reinstatement is approved by the Board of Directors

## ***Article VI: Funding Requirements***

1. The funding requirements of this Association shall be determined by the Board of Directors.
2. It is the intent of the Board of Directors to maintain a fund balance over and above the annual operating expenditures of the association at the commencement of each fiscal year. This fund balance, as a general rule, shall be maintained in an amount no less than ten percent of the previous year's expenses. This fund balance may be increased or decreased at the discretion of the Board of Directors.
3. Funds shall be collected, managed and applied to expenses of the Association by the Treasurer, according to the budget approved by the Board of Directors.
4. Team funds shall be disbursed only upon the authority of the signature of the Treasurer of the H.A.W.K. association and only for the expenses approved by the Associations Board of Directors.
5. The Board may assess such other charges, fees and expenses, including fees or charges to cover extraordinary expenses, which the Board deems necessary for the operation of the Association.
6. No individual member shall have personal liability for the financial obligations or liabilities of the Association, except that each member shall

be responsible to pay the Association for all dues, fees costs and other charges assessed by the Board to Association members.

### ***Article VII: Decision Making***

The Board of Directors shall supervise and manage the operation of the Association. All coaches, managers, committees and committee chairmen, shall be elected or appointed, as the case may be (subject to dismissal at any time by the Board of Directors) by the Board of Directors and shall serve at the pleasure of the Board. The Board of Directors will attempt to ensure all appointments take place promptly.

All decision making for the benefit of this non-profit corporation shall be made by its Board of Directors.

Any member of the Board of Directors that has a personal interest in, or other conflict of interest, in any matter pending before the board, shall recuse himself/herself from any deliberation, debate or determination of such issues in which the personal interest or conflict of interest may be present. The President of the Association, with the consent of the majority of members of the Board of Directors present, may remove any member of the Board of Directors, from any issues that may be perceived as a conflict of interest if the member in question declines to recuse himself/herself.

### ***Article VIII: Board of Directors, Officers, Elections, Terms of Office and Board Meetings***

1. The Board of Directors shall consist of ten directors elected by the General Membership.
2. These Directors shall normally hold office for a term of two years or until his/her successor shall have been selected and qualified, whichever is later. It is the intention of this association that five directors be elected for positions that shall serve for two (2) years beginning with an even numbered calendar year and five directors be elected for positions that shall serve with an odd number calendar year. The term of office shall commence at the end of the fiscal year during that year the term expires.

Elections shall be held during the general membership meeting at the time and place determined by the Board of Directors. The Board of Directors will attempt to hold the annual general membership meeting prior to May 1 each year. Any person wishing to be elected to the Board may submit his/her name to the

Board of Directors no less than seven (7) days prior to this annual general membership meeting. Nominations from the floor at the general membership meeting shall not be permitted. Absentee ballots will not be made available or allowed for any voting purposes.

3. Election procedures will be conducted as follows:
  - The Board of Directors will provide and distribute written ballots at the meeting called for election purposes. The ballots will list each name in nomination in alphabetical order.
  - The Board of Directors will select, from the general membership, a person or persons to serve as election count officials, along with the Secretary of the Board of Directors or other designee of the Board of Directors, to count the ballots to determine the results of said election. The Secretary of the Board of Directors, or Board designee, will serve as chair of the election count officials.
  - After the ballots have been cast and counted the results will be provided to the President of the association, or other designee as determined by the Board of Directors, who will announce the names of the newly elected Directors without indication of the actual votes cast for any candidate.
  - All elections will be conducted as provided for in other articles of the H.A.W.K. association by-laws.
  - Positions on the Board of Directors will be limited to one per family.
4. All members of the H.A.W.K. Board of Directors shall be prohibited from serving on the Board of Directors, in any official or unofficial capacity, of another USA Hockey/ MAHA sanctioned Youth Hockey Association.
5. The Board of Directors shall meet at such times as the Board of Directors shall deem appropriate and necessary for the conduct of Association business, provided, however, the Board will schedule one (1) regular board meeting each month during the regular hockey season. The Board may waive such meetings in its discretion, provided that the Board may not waive meetings in two consecutive months. The Board shall publish the dates and times of regularly scheduled Board meetings in such a manner as to give reasonable notice of the time and place to the membership. Regularly scheduled Board meetings shall be open to the membership, provided that the Board may close any part of such meetings if, in the Board's discretion, the Board will debate, deliberate or discuss sensitive or confidential matters involving the private or confidential affairs of a member of the Association, or if the Board, in its discretion, believes that a public airing of such matters under review by the Board will interfere with frank or orderly discussions of such matters.
6. The Board of Directors may call and schedule special meetings as the Board, in their discretion, may deem appropriate or necessary.

***Article IX: Responsibilities of Members of the Board of Directors***

The control and management of the affairs of the Hockey Association of West Kent shall be vested in its Board of Directors. The Board of Directors shall be responsible, in the exercise of its discretion, to set in place policies, procedures and general rules deemed necessary or advisable.

The Board of Directors shall elect positions to the Board as they see fit, such as, but not limited to President, Vice President, Treasurer, Registrar and Secretary.

Any member of the Board of Directors may resign by giving notification to the Board of Directors. In addition, the Board of Directors may, upon majority vote of the entire Board, remove any director before the expiration of their term for items, issues or actions deemed inappropriate by the Board to the furtherance of the Association.

### ***President***

1. The President shall be responsible for presiding at all meetings. Only in the case of a tie, the President shall have a deciding vote on all issues to come before the general membership.
2. The President, subject to the approval of the Board of Directors, has the authority to replace any appointee whom he/she feels is not fulfilling his/her duty provided such person has had an opportunity of a hearing before the Board of Directors.
3. If any member of the Board of Directors cannot fulfill their term for any reason, the President, with the approval of the remainder of the Board of Directors, shall appoint such members successor for the remainder of that member's original term.
4. The Board of Directors shall approve a Team Manager for each team, with it being appropriate for the Team Manager who may be appointed by the Team Coach, but with the approval of the Board of Directors.
5. The President, in the absence of the Treasurer, has the right to sign or endorse checks for the purpose of;
  - A. Reimbursing out-of-pocket expenses of other Board members as approved by the Board of Directors.
  - B. Paying obligations of the Hockey Association of West Kent.

### ***Vice-President***

1. The Vice-President shall serve in the absence of the President, and, in the President's absence, have all the power and authority of the President.
2. The Vice-President shall have such other duties as delegated by the President.

### ***Secretary***

1. The Secretary shall keep written minutes of all meetings of the general



- membership.
2. The Secretary shall have the responsibility for all corporate books, records, and papers, any and all written contracts excepting those under the jurisdiction of the Treasurer, of the Hockey Association of West Kent, and shall be custodian of the corporate seal, if any, provided, however, that the Treasurer shall maintain all books and records of account.
  3. The Secretary shall have other such duties as delegated by the President from time-to-time.

### ***Treasurer***

1. The Treasurer shall make or supervise all disbursements of money for this corporation. The Treasurer shall keep complete and correct books and records of account for all receipts and disbursements of this non-profit Association.
2. The Treasurer shall assist in making corporate and team budgets.
3. The Treasurer shall report all delinquency in team or member accounts and with the consent of the Board of Directors, undertake such collection action as the Board may approve and direct.
4. The Treasurer shall be present at all board meetings, and, by written report, keep all members of the Board of Directors advised as to the financial status of this corporation.
5. The Treasurer may appoint, with the consent of the Board of Directors, assistant's to assist in the collection and deposit of funds in order to provide checks and balances in accordance with good accounting practices.
6. The Treasurer shall be responsible to prepare and file all documents, reports and returns that may be required under Federal or State laws to maintain and qualify as a nonprofit association. The Board of Directors, if deemed necessary, may appoint, hire or engage such professionals (including accountants) to assist the Treasurer in preparation of reports and documents as may be required by State, Local, and Federal law.
7. The Treasurer shall prepare such summary financial reports and statements of the Associations finances for release to the General Membership as the Board, in its discretion, shall deem advisable and appropriate.
8. If at some time the position of Treasurer of the Board of Directors becomes a paid position, said Treasurer will forfeit all voting rights as a member of the Board of Directors. The Treasurer will be considered an at will employee of the Association who shall serve at the pleasure of the Board and whose employment may be terminated by the Board without cause.
9. If the Treasurer of the association is unable or unwilling to act, a member of the Board of Directors, designated by the Board of Directors, shall act in his/her place.

### ***Registrar***

1. The Registrar shall insure that each player, coach, and team is properly registered with such state and/or national hockey associations as may be necessary such that each team in the Association meets all applicable requirements to participate in competitive hockey in the various arenas within the State of Michigan. The Registrar, with the assistance of the Team Manager, shall ensure that the IMRS and other necessary paperwork are available to the individual Teams.
2. The Registrar shall process all insurance claims.
3. The Registrar shall ensure that all Team Coaches and team personnel on the bench in a game hold the correct Coaching Education Program (CEP) certification ratings as required by MAHA and USA Hockey.
4. The Registrar shall have other such duties as delegated by the President from time to time.

### ***Directors***

1. Directors shall have duties as delegated by the President and the Board of Directors.

### ***Article X: Indemnity of Directors***

The Association shall indemnify, defend and hold harmless, every Director and their heirs, executors, and administrators and estate out of the funds of the Association from and against:

1. All costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, manner, or thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office on behalf of the Association; and
2. All other costs, charges and expenses that he/she sustains or occurs in or about or in relation to the affairs thereof; except such costs, charges, or expenses as are occasioned by his/her own gross negligence.
3. If, at any future date, it is determined additional paid positions are necessary, for any reason, they must be approved by a majority vote of the general membership. Any and all paid positions are considered at will employees and may be subject to dismissal at any time for any reason by the Board of Directors. Any and all compensated positions will be reviewed annually by the Board of Directors.

### ***Article XI: Meetings of the General Membership***

1. Meetings of the general membership shall be scheduled by the Board of Directors in its discretion. Unless other notice is given, notice of meetings of the general membership shall be posted no later than fifteen (15) days

- before the meeting.
2. Special meetings of the general membership may be called by the Board of Directors on such notice as the Board of Directors deems appropriate.
  3. All meetings of the general membership shall be open to all members, in good standing of the Association.

### ***Article XII: Amendments***

These by-laws can only be amended by a vote of the General Membership upon no less than seven days advance notice of any meeting at which amendments will be presented, which notice shall include the proposed amendments to the by-laws. No proposed amendment shall be submitted for approval by the general membership unless first submitted in writing to the Secretary or designated member of the Board of Directors no less than thirty (30) days prior to the meeting of the general membership at which the amendments will be considered. A vote of 2/3 of the members in actual attendance at a meeting is required to amend the by-laws. Absentee ballots will not be made available or allowed for any voting purposes.

Notwithstanding anything in these by-laws to the contrary, no amendment to the by-laws will be effective or operative, and the same shall be deemed void and of no effect, if the legal effect of such amendment is to alter the non-profit character or tax status of this Association.

### ***Article XIII: General Rules/ Policies/ Procedures***

The Board of Directors reserves the right to set in place general rules, policies and procedures that are deemed by the Board of Directors to be in the best interest of the Association. All members are required to abide by all General Rules/Policies/ and Procedures as currently published and as required by the Board of Directors. Anyone found to vary from the above mentioned may be brought before the HAWK Discipline Committee for termination of their member-in-good standing status as well as other privileges. The HAWK Discipline Committee shall consist of HAWK Board Members appointed by the Board of Directors. Penalties for violating any of HAWK general rules, policies and procedures may vary from a simple on the spot reprimand by the coach, to a permanent suspension of the violator(s) from any further HAWK activities. The Discipline Committee will investigate any allegations regarding violations in the Code of Conduct. All involved parties shall be investigated and interviewed by the Discipline Committee. The Discipline Committee will submit a full report to the Board of Directors with their decisions. If the affected member wishes to appeal the Discipline Committees decision, they shall appeal to the Board of Directors who will hear the evidence and will vote to uphold or may change any and all penalties that may result from these investigations. All decisions of the Board of Directors will be final.