

**Amended and Restated By-Laws
of
High Plains High School Hockey League**

Amended and Restated October 2018

ARTICLE I – NAME

The name of the organization is High Plains High School Hockey League (HPHL), doing business as the High Plains Hockey League (“Corporation”). The Corporation is a Colorado nonprofit corporation, whose principal office shall be within the state of Colorado as determined from time to time by the Corporation’s Board of Directors. The Corporation shall be affiliated with USA Hockey and CAHA (Colorado Amateur Hockey Association).

ARTICLE II – PURPOSE

The purpose of the Corporation shall be:

- (a) To encourage, foster and promote the development and growth of the sport of amateur ice hockey within the State of Colorado under the rules and guidance of USA Hockey;
- (b) To encourage and develop the mental knowledge, skills, ability and sportsmanship of all participants with respect to the sport of amateur ice hockey;
- (c) To organize and operate a high school ice hockey league in an effort to provide the best environment possible for amateur ice hockey for the youth of Colorado;
- (d) To promote the development of girls’ and boys’ high school ice hockey teams;
- (e) To emphasize the excellence of coaching and teaching of the sport of amateur ice hockey and to emphasize the spirit of competition and fair play;
- (f) To provide the optimum medium to enhance the ability and attitude of participants and the development of leadership and sportsmanship;
- (g) To foster and promote the reputation of the Corporation, the amateur ice hockey teams and their players and;
- (h) To carry out all other responsibilities, duties and obligations imposed on the Corporation pursuant to the Affiliate Agreement with USA Hockey.

ARTICLE III – MEMBERSHIP

Section 1: Any Colorado high school ice hockey organization, adhering to and qualifying for membership in the Colorado Amateur Hockey Association (“CAHA”) may apply to become a Member of the Corporation. The term

“high school hockey organization” shall be limited to organizations which include Colorado high school students in the 9th through 12th grades attending a Colorado High School or authorized home school, or which include affiliated 9th grade junior high school students. All organizations must be located within the State of Colorado and meet the minimum membership requirements as determined by the Corporation’s Board of Directors from time to time. Membership in the Corporation shall also be subject to revocation and shall be non-transferable.

Section 2: The Corporation’s Board of Directors shall have the discretion to determine who shall be granted membership within the Corporation based upon membership criteria determined by the Board of Directors from time to time. Once admitted as a Member, such organization shall retain its membership until revoked by the Corporation, until such organization fails to meet the minimum requirements for membership, including membership in good standing with CAHA and USA Hockey, or until such Member elects to withdraw from membership; provided in all such events, such Member shall still be required to pay all outstanding annual fees, charges and assessments incurred or assessed prior to such revocation, failure or withdrawal. Each Member will be assessed a fee based on type of teams fielded (Varsity, Junior Varsity, Girls). The Board of Directors shall set the team assessments on a yearly basis.

Section 3: A Member shall be deemed in “good standing” provided such Member continues to meet the minimum requirements of membership, is current on all of its financial obligations to the Corporation, is in good standing with regard to its membership with CAHA and USA Hockey and is not then under any form of probation, suspension or revocation by the Corporation.

Section 4: Each Member shall maintain at all times, a Club Coordinator. The Member shall have the obligation to immediately notify the Corporation in writing in the event of a change in the Club Coordinator. The Club Coordinator shall represent the Member at the Corporation’s annual meeting, in the election of Directors and any in any other vote required of the Members as a whole.

Section 5: HPHL membership will include player parents and /or guardians within each Member organization. There will be a nominal yearly fee, set by the board of directors, to register as a HPHL member. As part of the membership, parents and/or guardians shall be subject to fines and /or suspensions for violations of USA Hockey, CAHA, and HPHL policies and codes of conduct

Section 6: For purpose of operations, the Corporation’s Members shall be divided into divisions, which may be reconfigured and/or restructured from

time to time by the Board of Directors. The appointed Club Coordinator of each Member in good standing shall elect one Director from each division to represent that division on the Corporation's Board of Directors. The election of the Directors shall be in an open, democratic manner with each Member, in good standing, eligible to cast one (1) vote per Director position. In the event of a tie that is unable to be resolved by the Members, the Board of Directors then in office shall elect the Directors from among the tied candidates. Voting by secret ballot shall be permitted upon request of any Member within the division.

Section 7: No Member or participant shall have the right to institute legal action against the Corporation unless and until all administrative processes and appeals have been exhausted according to the terms of these Bylaws. Any such action in violation of the preceding sentence shall be deemed inappropriate conduct and such Member may be subject to immediate disqualification and indefinite suspension.

Section 8: Each Member shall adopt bylaws consistent with these Bylaws. Each Member shall abide by and act in accordance with the Articles of Incorporation, Bylaws, Regulations, Playing Rules and decisions of the Board of Directors of the Corporation and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: *Powers, Number and Tenure.*

The business of the Corporation shall be managed by its' Board of Directors. The Board of Directors shall exercise all powers of the Corporation and perform all lawful acts that are by law, the Articles of Incorporation, and/or these Bylaws directed or required to be exercised or performed by the Board of Directors. The Board shall make all rules and regulations that they deem necessary and proper for the governance of the Corporation and for the due and orderly conduct of the business of the Corporation, including but not limited to the operation of the high school ice hockey leagues. The members of the Board of Directors shall be natural persons over the age of eighteen (18) years and shall be comprised of (i) the Directors elected by the Members, and (ii) the members of the Executive Committee. Unless a Director is removed or resigns, each Director so elected shall hold office for a two (2) year term. Each meeting of the Board shall be considered a meeting of the Members in that each Member shall be represented on the Board by its' designated Director.

Section 2: *Duties of Division Directors.*

The Directors are voting members of the Board and are elected by the Members. Each Division shall have one Director serving a two (2) year term.

In addition to attending meetings of the Board of Directors, the Director's duties include, but are not limited to, the following:

- (a) Maintain clear, timely, effective communication with, and between, all members of the Board of Directors, Executive Committee and all relevant working committees.
- (b) Communicate results of Executive meetings to the Members in their Divisions.
- (c) Serve as mediator between teams and the Board of Directors.
- (d) Oversee all Club Coordinators within their Division.
- (e) Establish an appropriate time line to ensure that all teams within their Division are in compliance with the Corporation's guidelines.
- (f) Conduct a credential check prior to the start of the season.
- (g) Oversee and review grade compliance.
- (h) Facilitate team decisions as needed.
- (i) Oversee league administration in regards to: player suspensions – current and from previous season, illegal players, grade compliance, etc.

Notwithstanding anything to the contrary set forth herein, no Director shall individually have the authority to bind the Corporation, except through his or her joint participation with the other Directors as members of the Board of Directors.

Section 3: *Vacancies, Removal or Resignation.*

- a. Vacancies. If a vacancy occurs in among the Division Directors, the Board of Directors shall appoint an interim director, who shall serve until the next annual meeting of the Members at which a new Director shall be elected.
- b. Removal. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, at any meeting of members of the Board of Directors, any Director may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Directors then in office.
- c. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or the President of the Corporation, and the Members of his or her Division. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated Officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4: *Meetings*

- a. Annual Meeting. The Board of Directors shall meet during the summer/fall of each year for their yearly planning meeting(s) at which time they shall elect officers to the executive committee for the ensuing year. At this time the executive committee shall review any contract positions and determine compensation for the following year. The Corporation shall hold its' Annual Meeting during the fall of each year, on a date determined by the Board of Directors, but after the yearly planning meetings. All Members

shall be notified of the Annual Meeting no less than 15 days in advance. A publication of documents including an annual financial report of operations shall be distributed to all Members in attendance. Elections for divisional Directors shall take place during the meeting. Each Member has one vote per each Director position. The new officers and directors shall assume their new positions at the first meeting held after the Annual Meeting.

b. Quarterly/Monthly Meetings. The Board of Directors shall meet on a quarterly basis unless it is determined by the Board that additional meetings are necessary to properly conduct the business of the Corporation.

c. Special Meetings. A special meeting of the Board of Directors may be called by the President, Vice President, or by two Directors according to the notice requirements set forth below. Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each director at least seventy-two (72) hours before the meeting. This notice may be given either personally, through the United States Mail at the address of each Director appearing on the books of the Corporation or via electronic means.

d. Notice and Purpose of Meetings; Waiver. Each Director entitled to vote at any Board of Directors meeting shall be given, in person, by mail, or electronic means, written or printed notice of the purpose or purposes and the time and place of every annual and special meeting of the Board of Directors. Such notice shall be sent to each Director at her or his email address set forth in the Corporation's records. Except as provided by Colorado law, such notice shall be given not less than three (3) days before the meeting nor more than thirty (30) days prior to the meeting. A Director may waive the notice of meeting by attendance, either in person or by proxy at the meeting, or by so stating in writing, either before or after such meeting. Attendance at a meeting for the expressed purpose of objecting that the meeting was not lawfully called or convened shall not, however, constitute a waiver of notice if such objection is made at the beginning of the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business, which might have been transacted at the original meeting. If the adjournment is for more than sixty (60) days, or if after the adjournment a new date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Director entitled to vote at the meeting.

e. Attendance Requirements. Except as herein provided, any Director who fails to attend two or more consecutive meetings or who fails to attend at least 75% of the Board of Director's meetings during each twelve month period may be removed by the Board of Directors as set forth herein. If a Director shall fail to meet the requirements of this Section, he or she may not be reelected as a Director or he or she shall be deemed to have resigned from the Board of Directors effective as of the last day of the twelve month period for which he or she failed to meet the requirements of this Section.

Notwithstanding the foregoing, the Board of Directors may waive the requirements of this Section for good cause.

Section 5: *Quorum, Adjournment, and Manner of Acting.*

A simple majority of the Directors shall constitute a quorum of the Board of Directors at any regular, or special meeting. The action of a majority of the Directors present at a meeting shall be the act of the Board of Directors.

Section 6: *Conduct of Meetings.*

The President or, if absent, any Vice President shall preside at each meeting of the Board of Directors. If the President, and the Vice Presidents are all absent, a Chairman of the meeting shall be chosen by majority vote of the Directors present. The meetings shall be conducted using basic rules, conduct and procedure that affords each Director a reasonable opportunity to participate, be heard and vote upon the various matters to come before the Board of Directors. The use of Robert's Rules of Order shall not be required unless determined by a vote of two-thirds of the Directors in attendance. Each Director shall conduct him or herself in a professional manner and treat other Directors with respect. The Board of Directors shall appoint a Director to act as the secretary of the meeting, provided however that the Board may elect to use a non-voting administrative employee of the Board of Directors or other selected non-voting individual to serve as the secretary.

Section 7: *Action Without a Meeting.*

Any action, which may be taken at a meeting of the Directors may be taken without a meeting pursuant to applicable Colorado law, if a consent in writing setting forth the action so taken is approved by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote of the Directors for any purpose.

Section 8: *Telephonic Meetings.*

Meetings of the Board of Directors may be held by telephone conference or Internet video link if proper notice is given to all Directors at least five days prior to such meeting specifying the forum of the meeting and the method to participate in the meeting.

Section 9: *Compensation.*

No Director shall receive any salary or compensation for services as a Director unless otherwise especially approved by a two-third (2/3) majority vote of the Board of Directors, provided that the Board of Directors may by resolution approve reimbursement for any reasonable expenses incurred in carrying out the Corporation's business. Notwithstanding the foregoing, no Director shall be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Section 10: *Liability of Directors and Officers.*

No Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a Director, except that no Director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) Any breach of the Director's duty of loyalty to the Corporation or its Members; (b) Any acts or omissions of the Director not in good faith or that involve intentional misconduct or a knowing violation of the law; (c) The Director's assent to or participation in a loan by the Corporation to any Director or officer of the Corporation; or (d) Any transaction in which the Director received improper personal benefit. Nothing herein will be construed to deprive any Director of the right to all defense ordinarily available to a Director nor will anything herein be construed to deprive any Director of any right for contribution from any other Director or other person. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection in a Director of the Corporation existing at the time of such repeal or modification. No Director or Officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Director or Officer was personally involved in the situation giving rise to the litigation or unless such Director or Officer committed a criminal offense in connection with such situation. The protection afforded in this subsection (2) shall not restrict other common law protections and rights that a Director or Officer may have.

Section 11: *Indemnification of Directors and Officers.*

The Corporation shall indemnify its Officers and Directors to the maximum extent allowed by law so long as such indemnification does not cause the Corporation's liabilities to exceed its assets as determined in accordance with generally accepted accounting principles. For purposes of this Section, the term "Director" means an individual who is or was a Director of the Corporation and an individual who, while a Director of the Corporation, is or was serving at the Corporation's request as a Director, Officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. "Director" includes, unless the context otherwise requires, the estate or personal representative of a Director.

ARTICLE V – OFFICERS

Section 1: *Officers.*

The Officers of the Corporation shall be chosen from the Board of Directors by the Board of Directors. The Officers of the Corporation shall exercise the powers and perform the duties set forth in these Bylaws and those that are determined from time to time by the Board of Directors. The officers shall be the President, the Vice President and the Treasurer (unless serving in a paid capacity) and other such Officers as deemed necessary or appropriate.

Section 2: *Members of Executive Board.*

The President, Vice President, Registrar and Treasurer (unless serving in a paid capacity) and other such Officers that the Corporation deems necessary, as elected by the Board of Directors shall also serve as the Executive Board of the Corporation. The members of the Executive Board shall also be voting members of the Board of Directors and be considered "Directors at Large." Executive Board members must have held the position of Director for a minimum of one year prior to being elected to the Executive Board. The Executive Board shall oversee the day-to-day operations of the Corporation and make any necessary decisions consistent with the determinations of the Board of Directors and the Corporation's budget.

Section 3: *Term of, and Removal from, Office.*

Each Officer of the Corporation shall serve for a two year term until his or her successor is chosen and qualified. Any Officer may be removed, with or without cause, at any time by the Board of Directors by the affirmative vote of two-thirds (2/3) of the Board of Directors. The Board of Directors may fill any vacancies occurring in an office of the Corporation on an interim basis. At the next Annual Meeting a vote shall be taken to determine the new Director(s). Nomination and election procedures shall be as determined by the Board of Directors, to the extent not inconsistent with the law, the Articles of Incorporation, or these Bylaws. The President and the Vice President shall serve staggered terms in order that the terms of the President and Vice President shall not expire at the same time.

Section 4: *President.*

The President shall preside at all meetings of the Executive Board, Board of Directors and of the Corporation, and shall have the power to call meetings, shall exercise general direction over the affairs and activities of the Corporation, and shall have the power to create necessary committees. The President shall present an annual report to the Board of Directors and to the Members reviewing the season ended and making such forecast for the season approaching as may be reasonable.

Section 5: *Vice President.*

The Vice President shall, in the absence of the President, exercise all the functions of the President except the power of appointment. The Vice President shall be responsible for overseeing the activities of the Directors. In case the office of the President shall become vacant by death, resignation or other reason, the position shall be filled by the Vice President until such time as the Board of Directors shall elect a new President pursuant to Article V.

Section 6: *Treasurer.*

The Treasurer shall have custody of, keep accounts of all money, funds and

property of the Corporation and shall render such accounts and present such statements to the Officers and the Directors as may be required. A financial report shall be provided to the Board at least three (3) times per year. An annual financial report/or budget report shall be presented to the Board at its' Annual Meeting. If required by the Board of Directors, the Treasurer shall furnish a fidelity bond in such amount as the Executive Board may deem necessary, the cost thereof to be paid by the Corporation. All checks, payments and withdrawals on any amount in excess of a set amount shall require the signatures of not less than two (2) Executive Board members. This amount shall be reviewed and approved on an annual basis by the Board of Directors.

Section 7: Registrar.

The Board shall elect a Registrar, who shall also be a member of the Executive Committee (unless serving in a paid capacity). Duties shall include the establishment and maintenance of accurate and up-to-date rosters of the players and staff of High Plains Hockey League.

Section 8: Paid Administrator.

The Board of Directors may also appoint a paid Administrator who shall be responsible for assisting the Board of Directors, the Officers and the Executive Board in performing all of the various administrative tasks required to fulfill their obligations and duties on behalf of the Corporation. The Administrator shall report to and be supervised by the President of the Corporation unless such a relationship exists which would create a conflict of interest for the Administrator or the President. In which case, the Administrator shall then report to and be supervised by the Vice President. The paid Administrator shall serve as a secretary for the Board of Directors and Executive Board, maintaining all minutes and records as required. The Board of Directors shall determine the compensation and amount and types of reimbursement for such Administrator. The Administrator shall not be a member of the Board of Directors or an Officer of the Corporation. Any disciplinary actions concerning the job performance of the Administrator shall be determined by a committee made up of three (3) Executive Board members who do not have any conflict of interest with the Administrator. All disciplinary decisions by this committee shall be binding and shall not be voted upon by the rest of the Executive Board.

ARTICLE VI - COMMITTEES / ADDITIONAL LEAGUE POSITIONS

Section 1. Grievance/Disciplinary Committee.

- (a) There shall be one committee known as the Grievance/Disciplinary Committee to be chaired by the Vice President or another Board member selected by the Board and shall include at least two (2) other members of the Board to be appointed by the Executive Board. The VP of Discipline will occupy one position and handle all

disciplinary issues. A second committee member will handle grievances. The SafeSport Coordinator will fill the third position and will handle all SafeSport related issues. The Grievance/Disciplinary Committee shall handle all matters involving discipline of players and coaches in matters of violations of CAHA and USA Hockey and HPHL Rules and/or Codes of Conduct. The Committee shall also hear any grievances brought to the Board by Members and/or parents.

- (b) Any member, volunteer, committee member or board member of HPHL (whistleblower) who reports an activity that he or she considers to be illegal or dishonest to one or more parties specified in this policy shall not be responsible for investigating the activity or for determining fault or corrective measures. The whistleblower shall only report the activity to the Grievance/Disciplinary Committee, which shall be charged with these responsibilities. For more information please see the HPHL SafeSport Handbook.

Section 2. *Tournament Committee.*

The Tournament Committee shall be chaired by the President or another Board member elected by the Board and shall include at least two other members of the Board to be appointed by the Executive Committee. The Executive Committee may elect to appoint the paid Administrator to fill one of the positions on this committee. League playoffs shall constitute the minimum requirement for the Committee.

Section 3: *Competition Committee.*

The Competition Committee shall be chaired by the scheduler, or another Board member selected by the board and may include other members of the Board to be appointed by the Executive Committee as deemed necessary. The Competition Committee shall be responsible for determining the competitive level of the Member teams each season and placing them into tiered divisions.

Section 4: *Ice Scheduler(s).*

The Ice Scheduler(s), which may be the Administrator, shall be responsible for the assignment, control and utilization of ice time, and shall be responsible for the scheduling of all games and tournaments, making changes in the established schedule and resolving scheduling conflicts.

Section 5: *JV Director.*

As necessary and agreed upon by a vote of the Board, the Board may appoint a JV Director or multiple JV Directors aligned with the Divisions, who may be any member of the league or non-member.

Section 6: *CAHA Representative:*

The Board of Directors shall appoint a CAHA/League Representative and a

designated alternate to be the sole spokesman for the Corporation and all members of the High Plains Hockey League at all CAHA functions. The term of appointment for the CAHA and League Representative is for one year. The CAHA Representative shall be the primary interface between the League, the CAHA and other CAHA member associations. Duties include, but are not limited to:

- (a) Attendance at all CAHA bi-annual and monthly league meetings.
- (b) Voting the position of the Corporation at such meetings.
- (c) Submitting to CAHA and the League all requests for rule changes, adoptions, and deletions as approved by the Board of Directors of the Corporation.
- (d) Provide the President with a copy of CAHA and League minutes.
- (e) Other duties as assigned by the Board, from time to time.

Section 7: Coaching Director.

The Coaching Director shall be appointed by the Board of Directors for a two year term as deemed necessary and is considered a non-voting member of the Board of Directors. The Coaching Director's duties include, but are not limited to, the following:

- (a) Focal point for all communications between the teams coaching staff and the League.
- (b) Present at pre-season coaches meetings, as necessary, on rule changes, coaching expectations, etc.
- (c) Liaise with Referee Association on league requirements and discipline focus.
- (d) Responsible for maintaining up to date information and requirements from CAHA and USA Hockey, and communicating to the Board accordingly.

If agreed upon by a vote of the Board of Directors, a member of the Board of Directors may fill the position of Coaching Director. In such an event, the Board member shall retain all voting rights provided to him or her as a member of the Board of Directors, but shall not have additional voting rights as a result of being elected Coaching Director.

Section 8: Club Coordinator.

A Club Coordinator shall be selected by each Member and shall be responsible for complying with and fulfilling the rules and guidelines as defined by the Corporation. Club Coordinators shall implement any processes and procedures as directed by the Board of Directors.

Section 9: Other Appointments and Committees.

- (a) Appointment. The Board of Directors may form, appoint and disband such other committees or position appointments from time-to-time as they may become necessary, provided such appointments do not otherwise conflict with these Articles of Incorporation, these Bylaws or the law. Such committee members may but need not be members

of the Board of Directors. Each committee shall have and exercise those rights, powers and authority granted to them by the Board of Directors from time to time.

- (b) Limitation on Authority. Notwithstanding the foregoing, the Board of Directors may not delegate rights, power or authority beyond that allowed by these Bylaws, the Articles of Incorporation or that permitted by law. Specifically, without limiting the generality of the foregoing, no such committee shall have the authority of the Board of Directors in reference to (i) amending, altering or repealing these Bylaws; (ii) electing, appointing or removing any member of any such committee or any member of the Board of Directors of the Corporation; (iii) amending the Articles of Incorporation; restating the Articles of Incorporation; (iv) adopting a plan of merger or adopting a plan of consolidation with another corporation; (v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (vi) authorizing the voluntary dissolution of the Corporation or working proceedings therefore; (vii) adopting a plan for the distribution of the assets of the Corporation; or (viii) amending, altering or repealing any resolution of the Board of Directors and/or Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.
- (c) Procedure and Meetings. Each committee shall have a chairperson, who shall be designated by the Board of Directors. Each committee shall fix its own rules of procedure and it shall meet at such times and at such place or places as may be provided by such rules or as the members of the committee shall determine. Each committee shall keep regular minutes of its meetings, which it shall deliver to the Board of Directors from time to time. The chairperson of each committee shall preside at meetings of each committee and shall report to the Board of Directors. A majority of the committee members shall constitute a quorum or the transaction of its business, and the affirmative vote of a majority of its members present at any meeting at which there is a quorum shall be required for an action of the committee.

ARTICLE VII –GUIDELINES AND POLICIES

Section 1: *Compliance*

HPHL shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of CAHA and USA Hockey. Further, High Plains Hockey shall assist CAHA in the administration and enforcement of the provisions of the Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of CAHA and USA Hockey.

Section 2: *Conflict of Interest*

HPHL shall adopt the current USA Hockey conflict of interest policy and refer to the USA Hockey Annual Guide for assistance in situations that present possible conflicts of interest. The Corporation and Board Members acknowledge the USA Hockey conflict of interest policy and shall review all appropriate conflicts when necessary. All Officers, Directors, Club Coordinators and Members of the Corporation, by assuming their position or becoming a Member of the Corporation agree to follow all guidelines and policies set by USA Hockey, CAHA and the Corporation.

ARTICLE VIII – DISCIPLINARY ACTIONS

The Board of Directors reserves the right to make and enforce its own disciplinary rules and to require that its Members, Officers, Directors, Club Coordinators, participants and others involved in the Corporation's activities to refrain from conduct it deems detrimental to the Corporation, its purpose or its activities. Should a situation arise which requires, in the Corporation's sole discretion, disciplinary action, the Corporation shall have the right to resolve such matters in the best interests of the Corporation, including termination, suspension and expulsion in accordance with its published policies and procedures.

ARTICLE IX – MISCELLANEOUS OPERATIONS

Section 1: *Paid Services.*

In addition to a paid administrator, the Board may employ staff or contract for services, as it deems necessary. The Board shall set duties, responsibilities, qualifications, consideration and compensations. Paid staff may be requested to attend meetings and/or report to the Board.

Section 2: *Financing.*

The operation and conduct of this Corporation shall be financed by regular membership fees and dues, voluntary contributing and incidental receipts. No team can begin league play until all current membership fees and dues are paid in full or arrangements to pay in full have been made.

Section 3: *Insurance.*

The Board shall cause liability or other Insurance to be obtained as deemed necessary or as required by law and shall be paid on an annual basis in such amounts and to such firms as the Board may determine.

Section 4: *Operating Procedures.*

The Corporation's Operating Procedures may be reviewed and revised at any time as determined by the Executive Board.

Section 5: Omission of Liability.

No Member, Director, Officer, employee or agent shall be personally liable for any act or omission of this Corporation, nor for any debts, liabilities, obligations of the Corporation or for any loss, damage or injury whatsoever, and of nature suffered by or occurring to any other Member, participant, team or to any other person, concern or body.

ARTICLE X - FISCAL YEAR

The fiscal year shall begin the first day of September.

ARTICLE XI – AMENDMENTS

Proposed amendments to these Bylaws shall be read at a general meeting or special meeting of the Officers and Directors called for that purpose, posted on the Corporation's website or emailed provided each Officers and Director is given notice of such posting, and may be voted upon at that time by the Board of Directors, provided however, that fifteen (15) days prior notice is given of the proposed Bylaws amendment. Adoption of any proposed amendments shall require the affirmative vote of two-thirds (2/3) of the Directors then entitled to vote.

ARTICLE XII - NON-PROFIT STATEMENT

The Corporation is and shall remain nonprofit, nonsectarian and nonpartisan. The Corporation shall not be operated in a manner which will generate pecuniary gain or profit for any Member or individual and is organized solely for nonprofit purposes. The Corporation shall not have capital stock and shall make no distributions of dividends to its Members, directors, officers or persons having a private interest in the activities of the Corporation. No substantial part of the activities of Corporation shall be devoted to carrying on propaganda, attempting to influence legislation or becoming involved in any political activities. No part of any net earnings of the Corporation shall profit any Member or any individual. Contributions by the Corporation to Members or individuals for the purpose of assisting them in participating in tournaments, exhibitions or other specialized events, or for other valid purposes to achieve the objectives of the Corporation, shall not violate this rule, so long as such contributions assist in covering expenses and are not known to result in profit to the recipient.

ARTICLE XIII - DISTRIBUTION OF ASSETS

The assets of the Corporation are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding provisions of future laws). In the event the Corporation is dissolved, or upon the abandonment of the Corporation's

activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation, after payment of its liabilities and obligations, shall be first distributed, transferred and conveyed according to the conditions, restrictions and/or limitations upon which such assets were received and/or held by the Corporation. Any remaining assets shall be distributed, transferred, conveyed, delivered and paid over to an organization or organizations engaged in activities substantially similar to the Corporation, provided their activities are for educational, religious or scientific purposes and shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of future laws).