



Columbus (IN) Youth Hockey Association  
P.O. Box 484  
Columbus, IN 47202-0484

**BY-LAWS OF COLUMBUS YOUTH HOCKEY, INC.  
ARTICLE I – NAME**

Section 1.1. Name The name of this corporation shall be Columbus Youth Hockey, Inc., hereinafter referred to as “Corporation” or “CYH”.

**ARTICLE II – PURPOSE**

Section 2.1. Purposes. The purposes of CYH are:

- (a) To educate persons under the age of twenty-one (21) in competitive ice skating, good sportsmanship, and hockey skills
- (b) To perform any purpose which not-for-profit corporations are authorized under the “Act.”

Section 2.2. Vision. The Vision Statement of CYH is as follows:

Enhancing the lives of the youth of our community through the sport of ice hockey.

Section 2.3. Mission. The Mission Statement of CYH is as follows:

To develop and maintain the skills necessary to compete at the various age appropriate levels in a fun, challenging atmosphere that fosters: growth, retention, sportsmanship and fun.

Section 2.4. Equal Opportunity. CYH will provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

CYH will be governed by a Board of Directors whose members are selected without regard to race, color, religion, age, national origin or sex.

## ARTICLE III – MEETINGS OF MEMBERS

Section 3.1. Annual Meeting of Congress. An annual meeting of the Members shall be held the first Tuesday in the month of March at the hour of 7 pm, for the purpose of electing At-large Directors, recognizing the new Board, transitioning responsibilities between the exiting Directors and incoming Directors, and for the transacting of such business as may come before the meeting. If the day fixed for annual meeting shall be a legal holiday in the State of Indiana, such meeting shall be held on the next succeeding business day.

### Section 3.1.1. Election of At-Large Directors.

- (a) The election of up to three (3) At-Large Directors for one-year terms beginning on or about March 1 of the current year and expiring on or about March 1 of the following year shall take place at the Annual Meeting of the Congress.
- (b) Persons elected to the At-Large Directors position must be Active Members of Columbus Youth Hockey. An Active Member is defined as an individual with a child registered on a Columbus Youth Hockey Team or an individual who actively serves as a USA Hockey registered coach for Columbus Youth Hockey.
- (c) Persons wishing to be elected to the Board may submit their name prior to the Annual Meeting of Congress in procedures established by the Board. A listing of all persons who submit their name in a timely manner will be published at least once, providing written consent of the nominees has been secured. Each At-Large Director must be elected by a majority of votes cast.
- (d) Each Member or Proxy to the Congress may hold no more than one vote for the election of At-Large Directors.

Section 3.1.2. Quorum. For the purposes of conducting business at the Annual Meeting of Congress, a quorum shall consist of five percent of the eligible Participants represented in person. No proxies may be allowed.

Section 3.2. Special Meeting. Special meetings of the Members may be called by the President, the Board of Directors or not less than one-third of the Members having voting rights.

Section 3.3. Place of Meeting. The Board of Directors may designate any place either within or without the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Corporation in the State of Indiana. If, however, all of the Members shall meet at any time and place, either within or without the State of Indiana and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.4. Notice of Meeting. A written or printed notice stating the place, day and hour of the meeting and -in the case of a special meeting- the purpose for which the meeting is called, shall be delivered or mailed by the secretary, an officer, or the person calling the meeting to each Member of record entitled to vote at that meeting at the address which appears on the records of CYH, at least fifteen (15) days before the date of the meeting. Notice of any meeting of Members may be waived in writing filed with the secretary or by attendance in person.

Section 3.5. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without meeting if consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof.

Section 3.6. Members Quorum. A majority of persons qualified to vote as Members at any meeting, represented in person or by proxy, shall constitute a quorum.

Section 3.7. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or his duly-authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.8. Voting List. At all times the secretary or secretary's designee of CYH shall keep at the principal office of CYH, a complete and accurate list of all Members entitled to vote. This list may be inspected by any Member, for any purpose, at any reasonable time.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 4.1. General Powers. The control and management of the affairs of CYH shall be vested in its Board of Directors.

Section 4.2. Number of Members. The number of Directors shall be at least nine (9). Each Director shall normally hold office for a term of three (3) years or until his/her successor shall have been elected and qualified. Directors who are elected or appointed to fill Board vacancies shall serve the remainder of the vacant term. A Member elected as an officer shall serve on the Board of Directors until either the term of the office or the term as a Board Member expires. At the Annual Meeting of Congress at least three (3) Board positions are to be elected so that the terms of roughly one-third of the Directors shall expire annually. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease the number of Directors by a vote of the majority of Directors present at a properly-called meeting of the Directors.

Section 4.3. Presidential Appointment. The president shall annually have the power to appoint up to three (3) individuals to the Board of Directors with the concurrence of the Board. Appointed Members will have full powers and duties as a Director. The appointed

Board Members shall serve until the conclusion of the following Annual Meeting of Directors.

Section 4.4. Regular Meetings for Directors. A regular meeting of the Board of Directors shall be held without other notice than these by-laws, during and/or immediately after, and at the same place as, the Annual Meeting of Congress. The Board of Directors shall determine and adopt at least thirty days prior to the Annual Meeting of Congress all rules and procedures that will govern the Annual Meeting of the Congress of Participants. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana for the holding of additional regular meetings of the Board without other notice than such resolutions.

Regular monthly meetings of the Board of Directors shall be closed, unless the Board of Directors shall direct otherwise. Any individual wishing to address the CYH Board shall contact the President at least five (5) days in advance, stating the reason for the request. The President shall circulate said request(s) among all Directors and a decision on the individual's attendance at a regular meeting will be made by a simple majority vote of the Directors. The President will communicate the decision on the attendance request to the individual with twenty-four (24) hours of the vote of Directors.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them.

Section 4.6. Notice and Special Meetings. Notice of any special meeting of the Board of Directors shall be given seven (7) days if possible previously thereto by written notice delivered personally or sent to each Director at his/her address or email as shown by the records of CYH. Special circumstances may constitute a need for an emergency meeting. Emergency meetings will occur as soon as a quorum can be reached. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law of these By-Laws

Section 4.7. Board of Directors Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 4.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.9. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken

without a meeting, if prior to such action written consent to such action is signed by all Members of the Board or committee as the case may be, and written consent is filed with the minutes of the Board or the committee.

Section 4.10. Power to Appoint Executive Committee. The Board of Directors shall have the power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of four Directors: president, vice president, secretary, and treasurer, who, to the extent provided in such resolution, shall have an exercise of authority of the Board of Directors in the management of the business of CYH between meetings of the Board.

Section 4.11. Power to Make By-Laws. The Board of Directors shall have the power to make and alter any by-laws, including the changing of responsibilities and altering of the number of Directors.

Section 4.12. Power to Elect and Appoint Officers. The Board of Directors shall select the executive committee, a president, one or more vice presidents, a secretary and a treasurer. The Board shall have the power to appoint such other officers, agents, and advisers as the Board may deem necessary for transaction of the business of CYH. Any officer or agent may be removed by the Board of Directors whenever, in the judgment of the Board, the interests of CYH will be served more effectively thereby. The Board shall also have the power to fill any vacancy in any office occurring for reason whatsoever. The organizational structure is defined in the organizational structure document.

Section 4.13. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of an officer to any officer or Director, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 4.14. Annual Meeting of the Board of Directors. An Annual Meeting of the Board of Directors shall be held prior to January 31 of any year. The purpose of the Annual Meeting of the Board of Directors is to elect the incoming Officers and Directors.

Section 4.15. Board Member in Good Standing. In order to be a Board Member in good standing and have voting rights at the monthly Board meeting, a member cannot miss more than two (3) consecutive board meetings excluding special meetings. If a Board member misses two (3) or more consecutive board meetings, they will not regain their voting privileges until after they attend a regularly scheduled monthly board meeting. All Board Members must also complete the required background screenings and complete SafeSport training by the USA Hockey deadlines.

## **ARTICLE V – Congress of Participants**

Section 5.1. Members. The Congress of Participants shall be comprised of all individuals who participate in Columbus Youth Hockey activities who are registered by CYH and with USA Hockey. CYH Participants shall be identified as Players, Coaches, Registered Team Managers, and Officials – all who are properly registered with USA Hockey. Participants who are under the age of eighteen (18) may have one relative or guardian serve as the participant’s designee. Active Members of the Congress of Participants are those persons who are registered with CYH and USA Hockey by December 31 of each year and current on financial obligations to CYH. Participants remain Members until April 30 of the following year. Additionally, each CYH Board Member serves as a Member of the Congress of Participants and must be registered with USA Hockey per “Section III A. Membership” in the USA Hockey Affiliate Agreement.

Section 5.2. Responsibilities, Duties, and Powers of Congress.

- (a) The Congress of Participants shall annually elect no more than three (3) At-Large Directors to the CYH Board of Directors.
- (b) The Congress of Participants shall assist in promoting hockey in general and Columbus Youth Hockey programs in particular to the community at-large.
- (c) The Congress of Participants shall provide input and assistance to the Board of Directors.

Section 5.3. At-Large Director Vacancies. If a vacancy occurs in an At-Large Director position during the course of the year, that position will be declared vacant and will remain so until the next Annual Meeting of the Congress unless the President deems it in the best interest of CYH to backfill the position, in which case the President can appoint a member to fill the vacancy with Board approval.

## **ARTICLE VI – OFFICERS**

Section 6.1. Officers. The Board of Directors shall elect or appoint the officers of CYH. The officers shall be a president, one or more vice presidents, a secretary, a treasurer, and may include the immediate past president and such officers as may be deemed desirable by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of the president and secretary.

Section 6.2. Election and Term of Officers. The officers of CYH shall be elected from among and by the Board of Directors at any meeting of the Board of Directors. Except as noted, each officer shall hold office for two years or until his/her successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. The Board may choose to elect one or more Vice President(s). The Immediate Past President may serve a one-year term on the Board of Directors following the completion of their term as President. Officers shall remain on the Board of Directors until either their term as an officer or term as a Board Member expires. All officers and agents can be removed at any time by the affirmative vote of the majority of the Members

of the Board of Directors. Officers shall be eligible for re-election. The President may be elected from any member of the Executive Committee. If no member from the Executive Committee seeks the President role, the incoming President may be appointed from outside the Executive Committee.

Section 6.3. President. The president shall be the chief executive officer of CYH. He/She shall preside at all meetings of the Board of Directors and Congress. Under the Board's direction he/she shall have general supervision over the affairs of CYH and over the other officers. He/She shall sign all written contracts of CYH. He/She shall perform all such duties as are incident to this office.

Section 6.4. Vice President. The vice president shall perform the duties specified in Section 6.3 of this Article in absence or disability of the president. In addition, he/she shall perform duties and assignments which may from time to time be delegated by the president or the Board.

Section 6.5. Treasurer. The treasurer shall have the custody of all monies and securities of CYH and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of his/her office. He/she shall perform all such duties as are incident to this office as treasurer.

Section 6.6. Secretary. The secretary shall have the responsibility for providing all notices required by these By-Laws, and shall provide the minutes of all meetings of the Board of Directors and attendance be adequately kept. He/she shall have the responsibility for all corporate books, records, papers, and any and all written contracts of CYH, and shall be the custodian of the corporate seal, if any. He/she shall perform such duties as are incident to his/her office. He/she shall be responsible for and shall maintain the Membership list.

Section 6.7. Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

## **ARTICLE VII – COMMITTEES**

Section 7.1. Standing and Special Committees. The president shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and affect the purposes of CYH. Such committees shall perform as the President or the Board of Directors may direct.

Section 7.2. Standing Committees. Standing Committees shall be comprised of at least the following: Recruitment and Marketing, Special Events and Fundraising and Disciplinary.

## **ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of CYH, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CYH, and such authority may be general or confined to a specific instance.

Section 8.2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CYH, shall be signed by such officer(s) or agent(s) of CYH and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the treasurer, and countersigned by the president or vice-president of CYH.

Section 8.3. Deposits. All funds of CYH shall be deposited in a timely manner to the credit of CYH in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.4. Gifts. The Board of Directors may accept on behalf of CYH any contribution, gift, bequest, or device for the general purpose or for any special purpose of CYH.

## **ARTICLE IX – BOOKS AND RECORDS**

Section 9.1. Books and Records. CYH shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any authority of the Board of Directors, as well as all voting lists per Section 3.8. All books and records of CYH may be inspected by any Member, or his/her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE X – FISCAL YEAR**

Section 10.1. Fiscal Year. The fiscal year of CYH shall begin on the 1st day of July and end on the 30th day of June of the following year.

## **ARTICLE XI – INDEMNIFICATION**

Section 11.1. Indemnification. To the extent not inconsistent with the law of the state of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of CYH shall be indemnified by CYH against any liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (a) if such Director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such Director or officer is determined to have acted in good faith, in what he/she reasonably believed to be in the best interests of CYH and, in addition, with respect to criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct

was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a Director or officer did not meet the standards of conduct set forth in this section.

As used in this Section, terms “claim, action suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director or officer of the Corporation (or his/her heirs and personal representatives) may become involved, as a party or otherwise:

- (a) by reason of his/her being or having been a Director or officer of CYH or of any corporation which he/her served as such at the request of CYH, or
- (b) by reason of his/her acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he/she served as such at the request of CYH, or
- (c) by reason of any action taken or not taken by him/her in any such capacity, whether or not he/she continues in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, terms “liability” and “expense” shall include, but shall not be limited to, attorney fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Director or officer.

As used in this Section, the term “wholly successful” shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him/her, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (c) the expiration of reasonable period of time after the making of any claim or threat of action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by a quorum exists (such counsel or person or persons being herein called the “referee”), shall deliver to the Corporation written findings that such Director or officer has met the standards of conduct set forth herein, and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such Director or officer may otherwise be entitled. Irrespective of the provisions of this section, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, employees or other persons to the full

extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by CYH (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he/she is entitled to indemnification. The Board of Directors is authorized and empowered to purchase insurance covering CYH's liabilities and obligations under this Section and insurance protecting the Corporation's Directors, officers, Members and employees.

## **ARTICLE XII – AMMENDMENTS TO BY-LAWS**

Section 12.1. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call of the meeting at least seven (7) days in advance of such meeting.

## **ARTICLE XIII – ADOPTED USA HOCKEY BYLAWS AND POLICIES**

Section 13.1. USA Hockey Preeminence. CYH, an Affiliate Association of USA Hockey, Inc., 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 USA Hockey, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of CYH. Further, CYH (i) shall assist USA Hockey 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, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

**(a) Sportsmanship**

Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

**(b) Respect for the Individual**

Treat all others as you expect to be treated.

**(c) Integrity**

We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

**(d) Pursuit of Excellence at the Individual, Team and Organizational Levels**

Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

**(e) Enjoyment**

It is important for the hockey experience to be fun, satisfying and rewarding for all participants.

**(f) Loyalty**

We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

**(g) Teamwork**

We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 13.2. Indemnity. CYH an Affiliate Association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of CYH, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, CYH understands and acknowledges that USA Hockey and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

Adopted July 24, 1991

Amended December 1991

Amended May 5, 1993

Amended May 6, 1997

Amended August 21, 1997

Amended June 15, 2006

Amended February 19, 2009

Amended June 16, 2011

Amended October 1, 2018

Amended January 15, 2020