

# High Plains Youth Hockey Association By-Laws

## **ARTICLE I – NAME**

The name of the organization is High Plains Youth Hockey Association. The Corporation is a Kansas nonprofit corporation, whose principal office shall be within the state of Kansas as determined from time to time by the Corporation's Board of Directors. The Corporation shall be affiliated with USA Hockey and Mid West 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 Kansas 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 emphasize the excellence of coaching and teaching of the sport of amateur ice hockey and to emphasize the spirit of competition and fair play;
- (d) 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: Each member of the corporation shall maintain membership in good standing with USA Hockey and pay membership dues to the corporation as may be determined by the Board of Directors and the membership.

Section 2: 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.

## **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: 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. The Board of Directors shall consist of no less than 4 adults, President, Vice President, Secretary, Treasurer, who shall serve two years terms in a time staggered fashion. The incorporating Board of Directors shall serve for terms of one year, two years and three years to be either replaced or re-elected by the membership at large. 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 2: *Vacancies, Removal or Resignation.*

- a. *Vacancies.* If a vacancy occurs in the Board of Directors, such vacancies shall be filled by a majority appointment of the remaining board members. Such Director appointed by the Board of Directors shall serve as an interim Director 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. 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 3: *Meetings*

a. Annual Meeting. The Board and members shall meet during the summer of each year at which time they shall elect officers for the ensuing year. Nominations for officers of the Corporation shall take place at a preceding Board meeting not less than 30 days prior to the annual meeting.

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

c. Special Meetings. A special meeting of the Board may be called by the President, Vice President, or by any two Directors. 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 mail.

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

Section 4: *Quorum, Adjournment, and Manner of Acting*. A majority of the Directors shall constitute a quorum of the Board at any annual, 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. The withdrawing of a Director or Directors after the start of any annual, regular, or special meeting of the Board, such that less than a quorum remains, shall not negate the existence of a quorum, and any action taken by a majority of the Directors counted in determining the existence of a quorum shall constitute the act of the Board of Directors.

Section 5: *Conduct of Meetings*. The President or, if absent, Vice President shall preside at each meeting of the Board of Directors. 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. 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 himself or herself in a professional manner and treat each other Director with respect.

Section 6: *Telephonic Meetings*. Meetings of the Board may be held by telephone conference, email or Internet chat - 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 7: *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, 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 8: *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 9: *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 the Board of Directors as elected by the membership. The Officers of the Corporation shall exercise the powers and perform the duties set forth in these Bylaws or that are determined from time to time by the Board of Directors. The officers shall be the President, Vice President, Secretary, Treasurer and such other officers as it shall deem necessary or appropriate. These officers will divide amongst them the duties of the positions required by the Mid West Amateur Hockey Association and USA Hockey. The controlling majority of Officers must be elected by a democratic, secret ballot.

Section 2: *Term of, and Removal from, Office* will be in accord with ARTICLE IV.

Section 3: *President.* The President shall preside at all meetings of the Board of Directors 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 and to the membership.

Section 4: *Vice President.* The Vice President shall, in the absence of the President, exercise all the functions of the President. In case the office of the President shall become vacant by death, resignation or otherwise, then such office shall be filled by the Vice President until such time as the Board shall elect a new President pursuant to Article IV.

Section 5: *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 membership as may be required. A financial report shall be provided to the Board at each meeting. 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 8: *Secretary*: The Secretary shall maintain and assemble all minutes, correspondence and records as directed by the board.

Section 7: *Registrar*. The Board shall elect a Registrar from amongst their own members. Duties shall include the establishment and maintenance of an accurate and up-to-date roster of the members of the Corporation.

Section 8: *Compensation*. No Officers shall receive any salary or compensation for services as officers, unless otherwise especially approved by a two-thirds (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 Officer shall be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

## **ARTICLE VI - 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, 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 VII – MISCELLANEOUS OPERATIONS**

Section 1: *Paid Services*. 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.

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 Board.

Section 5: *Omission of Liability*. No Member, Directors, Officer, employees or agents 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 or nature suffered by or occurring to any other Member, participant, team or to any other person, concern or body.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year shall be the calendar year beginning the first day of January and end the last day in December.

## **ARTICLE IX – AMENDMENTS**

Proposed amendments to these Bylaws shall be read at a general meeting or special meeting of the Members called for that purpose, or posted on the Corporation's website provided each member 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 to all Members 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 X - 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 member, 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 recipient.

## **ARTICLE XI - 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 the 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).