

# **BYLAWS OF ALPENA HOCKEY ASSOCIATION, INC**

Revised November 2005

## **Article I. Name**

Section 1.01 The name of the Corporation shall be Alpena Hockey Association, Inc. Hereinafter referred to as the AHA.

Section 1.02 The address of the AHA shall be P.O. Box 434, Alpena, MI 49707.

## **Article II. Purpose**

Section 2.01 The purposes for which the AHA exists are to:

- (a) Promote and encourage the development and continuation of recreational hockey, build character, and foster good sportsmanship among youth and others associated with the AHA.
- (b) Become a member of, or participate with other organizations, associations or leagues with purposes similar to those of the AHA.
- (c) Operate within the governing policies, rules and regulations of USA Hockey, Michigan Amateur Hockey Association and any league rules that are applicable.

## **Article III. Charitable Purpose**

Section 3.01 This Corporation shall have no capital stock and shall not be conducted for profit. The Corporation shall operate exclusively for the purpose set forth herein as a charitable, nonprofit corporation, no part of the net earnings of which shall inure to the benefit of any corporate member, director, officer of the Corporation or any private individual. No substantive part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation. In the event of dissolution of the Corporation, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

## **Article IV. Offices**

Section 4.01 Principal Office. The principal office of the Corporation shall be at such place as from time to time may be selected by the Board of Directors.

Section 4.02 Other Offices. The Corporation may also have such other offices at such other places as the Board of Directors may from time to time designate.

## **Article V. Membership**

Section 5.01 Classes of Membership. There shall be two classes of membership, consisting of regular members and honorary members.

Section 5.02 Term of Membership. The term of membership shall be for one year, coinciding with USA Hockey membership, from September 1<sup>st</sup> to August 31<sup>st</sup>.

Section 5.03 Regular Members. Regular members of the AHA are all parents or legal guardians of registered players, team coaches, team managers and current members of the Board of Directors.

Section 5.04 Honorary Members. Any person interested in the aims and purposes of this Corporation may be elected an honorary member by a two-thirds vote of the Board of Directors.

Section 5.05 Membership Fees, Dues and Sanctions.

- (a) Membership Fee. Annual registration fees and/or dues may be established by the Board of Directors for team registration or for membership in the AHA.
- (b) Other assessments necessary for the operation of this Association will be established by the Board of Directors as registration fees to be set before August 31<sup>st</sup> of each year. All such assessments, etc., shall be payable as directed by the Board or the Executive Committee, in the Board's absence. Failure to comply with either Section (a) or (b) of this bylaw and any rules promulgated hereunder shall result in the immediate suspension of said non-complying team and/or individual(s) and said suspension shall remain in full force and effect until such time as there is full compliance.

Section 5.06 Loss of membership: The Board of Directors, by majority vote, may suspend or expel any member for cause or conduct it deems inappropriate.

- (a) The expelled or suspended member has seven (7) calendar days after receipt of written expulsion or suspension by certified mail to request a hearing before the Board of Directors to appeal his or her specific case.
- (b) Any member of AHA may resign by written notice to the Board of Directors accompanied by payment of all money and property owed.
- (c) Termination of membership, whether by resignation, suspension, expulsion or otherwise, terminates all rights of membership.

Section 5.07 Divisions. The Alpena Hockey Association Auxiliary and the Blue Line Club shall be considered a division of the Alpena Hockey Association. Their members shall have no voting rights. They shall submit a Treasurer's report once per month to the Treasurer of the AHA, and shall be required to submit a financial statement to the AHA Board of Directors at the end of the AHA fiscal year.

## **Article VI. Member Meetings**

Section 6.01 Annual Meeting. The annual meeting of the members of this association shall be held at the end of the regular season awards ceremony. The purpose of the annual meeting shall be to elect directors and for the transaction of such other business as may come before the meeting.

Section 6.02 Regular Meetings. Regular meetings of the Board of Directors shall be held each month and scheduled annually. Reasonable efforts shall be made to inform regular and honorary members of any changes to the schedule.

Section 6.03 Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the members of the Board of Directors at any time provided that reasonable notice of the time, place and purpose of said meeting shall be given to each Director.

Section 6.04 Place of Meetings. Meetings of the members of this association shall be held at such a place as may be determined from time to time by the Board of Directors.

Section 6.05 Order of Meetings. The order of business for annual, regular and special meetings shall be approved by the Executive Committee. Meetings shall be conducted according to Robert's Rules of Order Revised, unless provided for otherwise in these bylaws.

Section 6.06 At the Board's discretion, any meeting, or part of a meeting, may be closed to non-Board members.

Section 6.07 Quorum for Meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6.08 Voting. Each member of the Board of Directors is entitled to one vote.

- (a) Proxies. A Board member may vote either in person or by proxy. A proxy shall be in writing, for a specific meeting, and specific vote, with adequate reason for not attending in person, signed by the member and filed with the Secretary.

- (b) At any meeting of the Board of Directors, any director who has a financial or uniquely personal interest in the action being discussed or taken by the Board of Directors may be excused from the discussion of that matter and shall not be entitled to vote on the proposed action. A Director is excused by majority vote of the Board of Directors. In situations where a director is so excused, the excused director shall be counted for purposes of determining whether a quorum is present.

## **Article VII. Board of Directors**

Section 7.01 Number and Term of Office. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors, which shall consist of fifteen (15) persons who shall be qualified members (regular or honorary) of the association, 18 years of age or older. Each member of the Board of Directors shall serve for a term of three (3) years. Directors may not hold the same office for longer than six (6) consecutive years. Five (5) Board of Directors positions shall be filled each year by an election held at the annual awards ceremony. All members of the AHA 18 years of age or older are eligible to vote for Directors at the Annual Meeting. All board members shall hold offices until their successors are elected and qualified.

Section 7.02 Duties. Members of the Board of Directors are expected to maintain routine attendance at all meetings. They shall also actively participate at events sponsored by or of special interest of the AHA. Failure may result in a removal from the board.

Section 7.03 Members-at-Large. The Board of Directors shall include a maximum of three members-at-large, elected by a majority vote of the Board and having no term limit. Members-at-large have no voting rights, but may participate as members at all Board meetings.

Section 7.04 Vacancies. Vacancies occurring within four months after the annual election shall be first offered to the person receiving the highest number of votes from said election. After that time or if that person declines the position, sitting members-at-large shall be offered the position in order of time as member. Vacancies on the Board of Directors shall be filled by appointment made by the remaining directors. Directors filling a vacancy shall serve the remaining term of whom they have replaced.

Section 7.05 Removal. A member of the Board of Directors may be expelled by a two thirds vote of all active board members for:

- (a) Missing three (3) successive meetings without adequate reason.
- (b) Violation of AHA bylaws.
- (c) Conduct on the part of the Board member deemed inappropriate.

All reasonable efforts will be made to give Board members advanced notice of a vote of removal. Said vote will be by secret ballot, and if removed, Board member shall be notified by the President via registered mail of his/her removal within five business days.

### **Article VIII. Officers**

Section 8.01 Election of Officers. The Board of Directors shall elect a President, a Vice-President, a Secretary and a Treasurer, who will serve on the executive committee. These offices shall be elected at the first regular Board of Directors meeting following the Annual Meeting.

Section 8.02 The officers shall hold office for one year and until their successors are elected. The officers shall be elected from among the members of the Board of Directors. Any two of the above offices, except those of president and vice-president, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

#### Section 8.03 Duties

- (a) President.
  - (i) The President shall preside at all AHA meetings.
  - (ii) Supervise all activities of the AHA.
  - (iii) Develop agendas and conduct business for all regular and special meetings of the membership.
  - (iv) Appoint committee chairpersons to conduct the business of the AHA.
- (b) Vice-President. The Vice-President shall, in the absence of the President, perform all duties of the President.
- (c) Secretary.
  - (i) The Secretary shall prepare and distribute the minutes of all meetings of the AHA within seven (7) calendar days of said meeting.
  - (ii) The Secretary is responsible for all correspondence. No correspondence on behalf of the AHA shall occur without the knowledge of the Secretary.

(d) Treasurer.

- (i) The Treasurer shall be responsible for the financial records of the AHA.
- (ii) Responsible for the preparation of an annual budget and all collections and disbursements for the AHA.
- (iii) The Treasurer is also responsible for presenting a financial report to the members at each regular meeting of the Board of Directors.
- (iv) The Treasurer, with the Executive Committee, shall arrange for a full financial report at the close of the fiscal year on May 31<sup>st</sup>.

**Section 8.04 Vacancy in Office.**

- (a) In the event of a resignation of the President, the Vice-President shall succeed to the office of President for the remainder of the term of office.
- (b) In the event of a vacancy in any office other than the President, the Executive Committee shall appoint a member of the Board to complete the remaining term of the vacant office.

**Section 8.05 Removal of Officers.** Any officer may be removed from his/her office with or without cause by a majority vote of the Board of Directors.

**Article IX. Committees**

**Section 9.01 Executive Committee.** The Executive Committee shall meet as necessary to transact the business between the regular meetings of the Board and act in the case of emergencies. It shall report all its activities to the full board at the next regularly scheduled meeting. It shall not meet to override previous Board actions.

**Section 9.02 Committee Chairperson.** The Chairperson shall be a member of the Board of Directors and shall select committee members; coordinate the activities of the committee as assigned by the Executive Committee; and shall provide a report on committee activities to the full membership as requested by the President. All actions taken by committees shall be advisory and shall have no effect as actions of the AHA unless they are formally approved and adopted by the Board of Directors. It is not necessary to be a Director to serve on a committee. The Chairperson shall keep written records of committee activities to provide guidance for future committee chairs. These records shall be turned in to the President at the end of the business year.

**Section 9.03 Coaches Committee.** The ACE Coordinator shall chair the Coaches Committee. The Coaches Committee will solicit, interview and recommend travel team coaches to the Board. They will determine house team coaches and conduct a coaches meeting prior to the start of each season.

Section 9.04 Conduct Committee. The Conduct Committee shall meet to resolve all conduct issues brought to the Chairperson's attention. The AHA Rules of Conduct will be followed when ever applicable. The Conduct Committee shall periodically review the Rules of Conduct and present any changes to the Board.

Section 9.05 Travel Committee. The Travel Committee shall include, but is not limited to; a Chairperson, all travel team coaches and a minimum of two Board members. The Travel Committee will meet prior to the start of each season to review the Travel Guidelines and present any changes to the Board.

Section 9.06 Bylaws Committee. The Bylaws Committee shall consist of a minimum of three (3) members. They shall review all proposed changes submitted to them from active members. If the committee approves a change, the Chairman will present the proposed change to the Board within thirty (30) calendar days.

## **Article X. Business and Finance**

Section 10.01 Fiscal Year. The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of May each year.

Section 10.02 Financial Report. After the close of each year, the Executive Committee shall cause to be made a financial report of the business transacted by the Corporation for the preceding year, which financial report shall be made by the treasurer and approved by the Board of Directors. A written report of the financial condition of the Association shall be submitted at the Annual Meeting.

Section 10.03 Bonding of Members. Every officer or appointed official of the Corporation who shall handle funds or securities in the amount of \$1,000 or more in any one year, shall be bonded at the expense of the Corporation by an adequate bond in such amount as shall be determined by the Board of Directors.

Section 10.04 Bank Depositories and Checks. All checks, notes and other documents executed by or on behalf of the Corporation shall be signed by such officer or officers as may from time to time be designated by the Board of Directors. The Board of Directors shall determine the banking depositories for the funds of the Corporation and shall by resolution those persons authorized to disperse funds there from.

Section 10.05 Expenditures. Unbudgeted expenditures greater than one thousand dollars (\$1,000) shall require a simple majority vote of the voting members in good standing present at the meeting where the expenditure is discussed.

**Article XI. Dissolution.** The Corporation may be dissolved by a three-fourths vote of the Directors at any time at any meeting called for that purpose. The remaining assets upon dissolution shall be distributed to such recreational organization as determined by the Board of Directors provided such qualifies under the Internal Revenue Code Section 501 (c) (3).

**Article XII. Hold Harmless.** The AHA, an affiliate of Michigan Amateur Hockey Association, and Association of USA Hockey, Inc., does hereby indemnify and hold harmless 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 the Michigan Amateur Hockey Association, except to the extent (i) that USA Hockey or the afore described 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, the Michigan Amateur Hockey Association understands and acknowledges that USA Hockey and its afore described 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 constitution.

**Article XIII. Exoneration from Personal Liability.** As a non-profit Association regulating amateur hockey in Michigan, the AHA and the MAHA, its Officers, Directors, and Officials assume no responsibility for injury or damage to players under any circumstances.

**Article XIV. Amendments.**

Section 14.01 The Bylaws Committee accepts and reviews proposed written amendments from active members. Proposed changes will then be submitted from the Bylaws Committee to the Board of Directors within thirty (30) calendar days for their consideration.

Section 14.02 Bylaws can only be amended by a majority vote of the entire Board of Directors.

Section 14.03 Final interpretation of these Bylaws rests with the majority opinion of the Board of Directors.

**Article XV. Policies and Procedures**

Section 15.01 The following policies and procedures are reviewed and approved by a majority of the Board of Directors.

- (a) House Draft Procedure
- (b) Move Up Policy
- (c) Dispute Resolution Procedure
- (d) Rules of Conduct
- (e) Travel Guidelines
- (f) Registration Policy
- (g) Division Director's Responsibilities