

# **Webster Groves Hockey Association, Inc.**

## **Bylaws**

4-9-25

### **ARTICLE I – ORGANIZATION**

#### **Section 1: Name**

The name of this corporation shall be the WEBSTER GROVES HOCKEY ASSOCIATION, INC. d/b/a ST. LOUIS ROCKETS HOCKEY ASSOCIATION (“the Rockets” or “the Association”).

#### **Section 2: Non-profit Status**

This corporation is organized as a State of Missouri non-profit corporation upon a non-stock membership basis, not involving pecuniary gain or profit for any of its members, for a term of perpetual existence.

#### **Section 3: Exempt Status**

This corporation is organized and shall be operated exclusively as an exempt organization under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and as may be amended in the future.

#### **Section 4: Use of Funds**

As funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Article II.

#### **Section 5: Fiscal Year**

The fiscal year of the corporation shall begin May 1 and end on April 30 of the following year.

#### **Section 6: Annual Dues**

Members’ annual dues and dates of payment shall be established by the Board of Directors and may be changed annually by the Board of Directors.

### Section 7: Financial Statements

The Treasurer shall, at least once each year or at the request of the Board of Directors, prepare a true statement of the assets and liabilities of the corporation for the preceding fiscal year. The statement shall be available to any member of their request.

### Section 8: Dissolution

In the event of liquidation or dissolution of this corporation, or in the event that it shall cease to carry out any of its purposes, all funds and property of the corporation shall be distributed to non-profit corporations with purposes similar to those set forth in Article II and which are exempt organizations as set forth in Section 4 of this Article I, that the Directors of this corporation may select, and in no event shall any of the funds or property be distributed to any of the members or used for any other purpose.

## **ARTICLE II – PURPOSE**

The Rockets are a non-profit organization operating youth hockey programs as adopted by the Missouri Amateur Ice Hockey Association (MO Hockey) for the benefit of people in the greater metropolitan area. The purposes of the corporation are:

1. To develop character, sportsmanship and physical fitness among the youth of the metropolitan area;
2. To promote, encourage and improve the standard of amateur ice hockey;
3. To associate with other ice hockey associations;
4. To conduct an amateur hockey program consistent with the rules and regulations of the Missouri Amateur Ice Hockey Association (MO Hockey) and the Amateur Hockey Association of the United States (USA Hockey); and
5. To perform or participate in other activities that will aid in reaching these objectives;
6. To support initiatives sponsored or put forth by USA Hockey and the National Hockey League

## **ARTICLE III – MEMBERSHIP**

### Section 1: Active Member

An active member is one who is a parent, step-parent or legal guardian of any youth participating in the Rockets Hockey Programs. An active member in good standing is one who is current in payment with their dues, and who is not currently the subject of any disciplinary

action. The term of membership is the fiscal year of the Association. Contributing funds to the Rockets as part of a fundraising activity does not entitle the contributor to the benefits of membership.

## Section 2: Expulsion

An active member may be expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the Rockets, by the vote of two-thirds of the quorum of the members of the Board of Directors present and voting. Rules governing such proceedings shall be promulgated by the Board. Non-payment of dues constitutes automatic expulsion

## Section 3: Quorum

A number of members equal to a majority of the Board of Directors shall constitute a quorum.

## Section 4: Annual Meeting

The annual Meeting of the active members shall be held during the month of May.

## Section 5: Notice of Annual Meeting

Written notice of the time and place of the Annual Meeting shall be emailed to the email address of each active member entitled to vote at the meeting at least fifteen days in advance. The notice of the Annual Meeting shall include a list of incumbent members of the Board of Directors who are up for reelection, a call for nominations as well as the text of any amendments to the Bylaws which shall be presented for approval at the meeting.

## Section 6: Ballots

All nominations shall be submitted via the online election system. Ballot and Election shall take place through the same election system. Said ballot shall be presented to the Membership no later than 5 days prior to the Annual Meeting.

## Section 7: Order of Business

The order of business at the Annual Meeting, unless amended by a majority vote of those present, shall be as follows:

1. Call to order
2. Roll call
3. Director of Hockey report
4. Financial report
5. Announcement / Introduction of Nominations

- 6. Open Floor
- 7. Adjournment

#### Section 8: Voting Rights

Each active family in good standing shall be entitled to one vote for each child participating in the Rockets program. All voting shall be by secret ballot and will be assigned to the parent / guardian listed as the primary account holder. Cumulative voting shall not be permitted. This right pertains to both elections and other voting as required by bylaws.

#### Section 9: Right to Hold Offices

Each active member is entitled to run for a position on the Board of Directors under the procedures established by these Bylaws, and if elected, to run for any office of the Association.

#### Section 10: Authorization for Activities Funds

Any person, association, partnership, corporation or estate may establish or participate in an activities fund administered by the Board of Directors or its designate, to further the purposes of the Association. Participation in such a fund shall carry with it no voting rights or other privileges of membership.

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

#### Section 1: Board of Directors

The property and affairs of the Rockets shall be managed by a Board of Directors composed of eleven (9) elected Directors, the members of which shall be elected by the general membership via an online election held annually during the month of May.

#### Section 2: Election of Directors and Terms of Office

- A. All Directors shall be elected to serve three (3) year terms. The terms of the Members of the Board of Directors shall be staggered, so that only one-third (1/3) of the Directors shall be up for election at an Annual Meeting.
- B. A Director whose term has expired may stand for reelection and if reelected serve on the board.
- C. When a Director's position becomes vacant due to resignation or expulsion of an Officer or Director, the Board of Directors shall appoint a replacement who shall serve only until the next Annual Meeting in May. A majority of all current Directors must vote in favor of the replacement. At the Annual Meeting in May, the position will come up for reelection, regardless of the length of the term to which the former Board Member was elected. The

member elected with the lowest number of votes shall serve the remainder of the term to which the former Board member was elected.

D. Spouses shall not serve on the Board with one another.

### Section 3: Duties of the Board of Directors

- A. To elect the officers of the Association from within the Board of Directors;
- B. To fill any vacancies which may occur in the Board of Directors;
- C. To manage the business, property and affairs of the Association;
- D. To formulate the policies and determine the overall conduct and standards of the hockey program;
- E. To establish a budget and set fees for hockey programs;
- F. To study and approve or disapprove amendments or revisions to the Association's Bylaws to present to the Membership at the Annual Meeting;
- G. To review and act upon any temporary decisions by the President;
- H. To hear and rule on appeals and grievances; and
- I. To formulate and adopt policies and procedures to effect the aforesaid duties.

### Section 4: Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the President. The President or Secretary shall provide all members of the Board with ample notice of the date, time and place of each meeting.

### Section 5: Special Meetings

Special meetings of the Board of Directors may be called by the President, or by written request to the President, from at least five members of the Board. The President or Secretary shall notify members of the Board of the date, time and place of special meetings at least five days in advance.

### Section 6: Election of Officers

At the first meeting of the Board of Directors following the election of new Directors, the Board as then constituted shall elect its officers.

### Section 7: Order of Business

The order of business for meetings of the Board of Directors shall be as follows:

1. Roll call of the Board of Directors
2. Minutes of the previous meetings
3. Executive committee reports

4. Committee reports
5. Old business
6. New business
7. Adjournment

#### Section 8: Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure as set forth in Robert's Rules of Order.

#### Section 9: Limited Liability

Directors shall not be liable for the debts or obligations of the Association.

#### Section 10: Resignation

Any member of the Board of Directors may resign from the Board at any time, upon written notice delivered to the President or Secretary of the Association.

#### Section 11: Expulsion

Any Director shall be subject to removal upon missing three Board meetings within a fiscal year, for failure to discharge the normal duties of a Board member, or for conduct detrimental to the Association, after due notice and opportunity for a hearing, upon a vote of two-thirds of the Board of Directors at any regular or special meeting. The President or Secretary shall provide at least ten days' notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The person shall be offered an opportunity to be heard at the meeting, prior to any final disposition by the board. Rules governing such proceedings shall be promulgated by the Board.

#### Section 12: Board of Directors Compensation

An active member of the Board of Directors will receive no compensation for serving on the board.

## **ARTICLE V – BOARD OF DIRECTORS – OFFICERS**

#### Section 1: Composition

The Board of Directors shall elect the following officers:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Coaching Director

The Role of the Registrar will be appointed to the Rockets Staff.

## **ARTICLE VI – DUTIES OF OFFICERS**

### **Section 1:** President

The duties of the President shall include, but not be limited to, the following:

- A. To preside at all regular or special meetings of the membership or of the Board;
- B. To call special meetings of the Association or the Board;
- C. To make decisions on questions not provided for in the Bylaws or rules until the next regular or special meeting of the Board of Directors;
- D. To appoint chairpersons and members to committees of the Association, subject to approval of the Board of Directors;
- E. To serve as an ex officio member of all committees;
- F. To provide notice, via the Secretary, to all members of the Board of all regular and special meetings of the Board and Association; and
- G. Such other duties as may be specifically assigned by the Board of Directors.

### **Section 2:** Vice President

The duties of the Vice President shall include, but not be limited to, the following:

- A. To assume the duties and powers of the President in his absence or in cases of conflict;
- B. To organize the Annual Meeting and oversee the Elections to the Board of Directors;
- C. Such other duties as may be assigned by the President or the Board of Directors.

### **Section 3:** Treasurer

The duties of the Treasurer shall include, but not be limited to, the following:

- A. To pay the rightful obligations of the Association as approved by the Board of

Directors;

- B. To keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors;
- C. To prepare the annual budget and the annual tax return; and
- D. Such other duties as may be specifically assigned by the Board of Directors.

#### Section 4: Secretary

The duties of the Secretary shall include, but not be limited to, the following:

- A. To record the attendance and take and publish minutes of all regular or special meetings of the Board or the membership;
- B. Such other duties as may be specifically assigned by the Board of Directors.

#### Section 5: Coaching Director

The duties of the Coaching Director shall include, but not be limited to, the following:

- A. Work hand-in-hand with the Director of Hockey and Assistant Director of Hockey to equip volunteer coaches with the knowledge, tools and support needed to adequately coach their respective teams.
- B. Lead the annual Coaches Meeting, with assistance from the Director of Hockey and Assistant Director of Hockey
- C. Such other duties as may be specifically assigned by the Board of Directors.

## **ARTICLE VIII – AMENDMENTS TO THE BYLAWS**

#### Section 1: Annual Meeting

The Bylaws may be amended or revised after motions are passed by the Board of Directors and notice to the Membership at an Annual Meeting or a Special Meeting of the Membership by having the members vote on the amendment by via an online election system. Two-thirds of the votes cast are required to pass amendments or revisions.