



TEAM COLORADO HOCKEY CLUB
BYLAWS
APPROVED APRIL 13, 2025

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Article I – Name

The name of this organization shall be the Team Colorado Hockey Club a.k.a. TCHC, a.k.a. Team Colorado, a Colorado Not-for-Profit Corporation (the “Association”) and Section 501(c)(3).

Article II – Duration

The Association shall have perpetual existence.

Article III – Purpose, Vision, and Mission Statements

Section 3.1 – Purpose

The purposes of this Not-for-Profit Corporation (Non-Profit Corporation or TCHC or Association) are set forth in its Articles of Incorporation. TCHC will provide and conduct hockey programs and related sports activities for the girls of Colorado. The purposes for which the Non-Profit Corporation TCHC was organized and shall be operated are exclusively as an educational and charitable program within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3.2 – Vision

Team Colorado Hockey Club is an organization dedicated to preparing our athletes to be accountable, hard-working, respectful, and confident leaders in society through the sport of ice hockey. TCHC shall emphasize player, team and community development.

Section 3.3 – Mission

TCHC is committed to providing athletes the opportunity to compete at the highest level of ice hockey possible. In addition to individual and team skill development, TCHC seeks to foster the development of life skills, including sportsmanship, mutual respect, integrity, responsibility, and teamwork.

Article IV – Powers

Section 4.1 – Powers

In furtherance of the foregoing purposes, the Association shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation or Bylaws and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner

whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefore; provided, however, that such use be exclusively and irrevocably applied to the purpose of the Association.

Section 4.2 – Restrictions Upon The Powers Of Directors, Officers, And Others

No part of the net earnings of the Association shall inure to the benefit of any Director or Officer of the Association or any other private individual (except those reasonable payments may be paid for expenses incurred on behalf of the Association and reasonable compensation may be paid for services rendered), and no Director or Officer of the Association, or any other private individual shall be entitled to share in any dissolution of the Association or otherwise. Any and all property, both real and personal, which may be owned by the Association at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of the Association. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Association shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- a. No part of the assets of the Association shall be contributed to any organization whose net earnings or any part thereof insure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.
- b. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law) or (ii) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future United States Internal Revenue law).
- c. Upon dissolution of the Association, the assets of the Association shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501 (c) (3) of the Code or its successor provision, or to the federal government, or to a state or local government, for a public purpose, as determined by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a court of appropriate jurisdiction in the county in which the principal office of the

Association is then located.

Article V – Membership

Section 5.1 – Membership

Participation in the activities of TCHC is by membership only. Membership rights, activities, responsibilities and authority are defined in the following sections of these Bylaws. Members of the Association shall have the right to participate in all sponsored activities of the Association and shall be eligible to serve on the Board of Directors of the Association. This Association shall have three types of members: Players, Parents/Guardians/Individual Sponsors, and Associate Members.

Player Members: Players currently registered with the Association, in the case of a player that is not at least eighteen (18) years of age (or “Minor Player Member”) shall include the parent(s) or guardian(s) legally authorized to act on behalf of the Minor Player Member. For the purpose of these Bylaws, a Minor Player Member and the player’s parents(s) or other legal guardians(s) shall together be deemed to be a single Player Member.

Each Member of the TCHC shall be entitled to a minimum of one vote in the process adopted by the TCHC for the election of its Board of Directors. Voting for the members of the Board of Directors shall be a democratic process wherein each member is entitled to one vote. In the absence of other criteria, each family that participates in the activities that are provided under the jurisdiction of the TCHC shall be deemed to be a member and shall be entitled to one vote.

The publication of TCHC Bylaws and other governing documents shall annually be distributed to all members, upon request, copies of its Bylaws and other governing documents, and all amendments thereto, and will be maintained electronically on the TCHC website.

The various types of membership shall be obtained and shall have those rights as follows:

Section 5.1.1 – Affiliate Membership

Affiliate membership may only be valid upon explicit approval by Colorado Amateur Hockey Association’s (CAHA) Board of Directors. CAHA reserves the right to approve or deny an Affiliate’s application. Affiliate recognizes and agrees to adhere to the following provisions of membership. TCHC must renew its Affiliate membership with CAHA on an annual basis or on schedule as set forth by CAHA.

a. **Membership Registration:** Affiliate Membership may be granted to an

association of teams or a single team in compliance with CAHA bylaws and CAHA Policies and Procedures. All teams in an association of teams shall be properly registered with USA Hockey. CAHA maintains sole discretion on the addition and renewal of Member associations.

- b. Conduct Detrimental: In terms of fair play, TCHC agrees to abstain from conduct detrimental to CAHA, its members, or Affiliates. In the event that the CAHA Board of Directors should determine, in its sole and absolute discretion, that during the term of this Agreement, the TCHC or members of the TCHC organization engaged in detrimental conduct, CAHA may seek an appropriate remedy. For the purpose of this Agreement, “Detrimental Conduct” may be classified as:
 - i. Violation of the CAHA Affiliate Agreement, Bylaws, or Policies,
 - ii. Conduct that significantly damages CAHA, the other Affiliates of CAHA, or
 - iii. Personal conduct by TCHC or an TCHC member that damages the name, image, reputation, or prestige of CAHA or its Affiliate organizations. The CAHA Board of Directors reserves the right to review and try all claims of Conduct Detrimental.

Section 5.1.2 – Player Members

This type of membership shall be automatic for every registered player whose registration fee(s) and tuition have been fully paid or current in the event of a payment plan with the Association. Player Members are generally between the ages of 10 to 19. This type of membership shall exist from the point at which a player agreement is signed until that player’s season is finished (after Districts or Nationals). Season Fees and Travel Fees for such membership shall be as established by the Director of Hockey (a.k.a. Executive Director) and Treasurer with approval from the Board of Directors. Player Members shall have the opportunity to express views (subject to any limitations which the Board of Directors may impose) at any member meetings, but shall have no right to vote (Non-Voting Members).

Section 5.1.3 – Parents, Guardians, and Sponsor Members

The parents, legal guardians of any player or any individual who sponsors a player by paying that player’s season fees and travel fees shall constitute a Parent, Guardian or Individual Sponsor Member upon their player registration fee(s) and tuition being fully paid or current in the event of a payment plan with the Association. This type of membership shall exist from the point at which a player agreement is signed until that player’s season is finished (after Districts or Nationals). Parent, Guardian or Individual Sponsor Members shall be entitled to express views (subject to any limitations which the President may impose) at any

meetings of the members and shall be entitled to vote at the annual election of the Board of Directors and at any and all other times as a special vote may be required (Voting Members). Each Voting Member shall be entitled to cast only one vote per player in any election or vote of the Association.

Section 5.1.4 – Associate Members

Associate membership shall be available to those community members, contributors, referees, coaches, and other persons who are not parents, legal guardians of youth hockey players or individual sponsors but who donate their time, efforts, services or resources on behalf of the Association and who meet such qualifications as the Board of Directors establish. Associate Members shall be entitled to express their views at any meeting of the members or directly to the Board of Directors and/or Committees in writing but shall have no right to vote (Non-Voting Members). An Associate Member may be nominated or appointed to the Board of Directors. In this event, the Associate Member would have a right to vote, excluding the annual General Membership meeting election.

Article VI – Governance

Section 6.1 – Board of Directors

The executive authority of the organization shall reside with the Board of Directors of the Team Colorado Hockey Club, henceforth referred to as the “Board”. The officers of the Board, selected by the membership or appointed/hired by the Board, shall include at minimum a president, vice president, secretary, treasurer, registrar, SafeSport coordinator, and age division representatives. The terms of Members and officers shall be staggered two-year terms, with the exception of age division reps, which last for one season.

Section 6.1.1 – Number of Board of Directors

The Board shall consist of a minimum of seven voting Members and a maximum of 11 voting Members. Any change in the number of Members will be voted on and approved by a two-thirds majority of the Members before it becomes effective.

Section 6.1.2 – Eligibility

Board positions may be filled by Parent/Guardian/Sponsor Members or by Associate Members. Player Members are not eligible for Board positions.

Section 6.1.3 – Purpose of the Board of Directors

TCHC is a Colorado not-for-profit Corporation formed under the Internal Revenue

Code Section 501(c)(3). TCHC Board of Directors shall fulfill their fiduciary duties in the best interests of the TCHC by acting as stewards of public trust and the association in an objective, responsible, trustworthy, and efficient manner. Each TCHC Board member has three legal duties as defined below.

Duty of loyalty – Board members must make decisions that are in the best interest of the association in its entirety, and not put their own interests or interests of their own player first. This includes disclosing any potential conflicts of interest before joining the Board and following conflict of interest management steps when they arise.

Duty of obedience – Board members must ensure that the organization complies with all applicable laws and regulations, and doesn't engage in illegal or unauthorized activities. They must also carry out the organization's mission as stated in Article III, Section 3.3.

Duty of care – Board members must take care of the organization by ensuring the prudent use of all assets, including people, facilities, community, and member goodwill.

Section 6.2 – General Powers

The Board shall have the authority to make decisions necessary to ensure the smooth functioning of the Association. Each Board Member shall be entitled to cast only one vote in any election or vote of the Board.

Section 6.3 – Board of Directors Duties

- a. Follow the rules and regulations of USA Hockey, CAHA, other current participating regional leagues and TCHC to ensure that the association's philosophy and objectives are enhanced;
- b. Promote and publicize TCHC, and current participating regional and state leagues and programs;
- c. Support programs that train and educate players, coaches, parents, officials and volunteers;
- d. Provide an opportunity for highly-skilled girls hockey players aged 10 to 19 years old in Colorado a place to play at the highest level within USA Hockey
- e. Work to provide programming to the members that encourages and promotes fair play and sportsmanship;
- f. Communicate with parents by holding parent/player orientation meetings as well as being available to answer questions and address problems throughout the season;
- g. Recruit and develop volunteers, including board members, coaches, team managers, etc., who demonstrate qualities conducive to being a role model to the

- youth in our sport;
- h. Accept duties and responsibilities as elected to or as assigned by the Board President, including Officer positions, Committee Chair positions, and Age Level Liaison responsibilities;
- i. Help with any fundraising efforts.

Section 6.3.1 – Performance of Duties

A Board Member shall perform his or her duties as a Director including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, and is in the best interest of the association and with such judgment as an ordinary prudent person in a like position would use under similar circumstances.

Section 6.3.2 – Attendance

Any Board member who misses three (3) consecutive regularly scheduled meetings without valid cause may be removed from office with a majority vote of the full Board. Any vacancy shall be filled pursuant to the provisions in Section 6.7 below. A member of the Board may request reinstatement if approved by a simple majority vote of the full Board.

Section 6.4 – Elections

An initial vote in March of 2025 during the Annual General Meeting will be held to establish the inaugural Board, consisting of the following positions:

- President
- Vice President
- Secretary
- SafeSport Coordinator
- Community Outreach/Tier II Liaison

The following positions will be appointed and/or hired by the inaugural board unless these positions are already held:

- Director of Hockey
- Bookkeeper (a.k.a. Treasurer)
- Registrar
- Fundraising Coordinator(s)
- Age Division Representatives (selected after teams are formed from May tryouts)

Section 6.5 – Duties of Board Officers

- a. President: The duties of the President of the Association shall be to preside at the General Membership Meetings and the Board of Directors Meetings and any special meetings; to perform all other duties normally associated with the president of a non-profit organization of this type; and to act as the Association's representative at all USA Hockey meetings and functions.
- b. Vice President: The duties of the Vice President shall be to assist the President in the general administration of the Association and its functions and programs and to preside at any meeting of the Association at which the President is absent. The duties of the Vice President shall include, but not be limited to, coordinating the activities of all standing and special committees of the Association and working with the President and the Director of Hockey to solve all problems.
- c. Bookkeeper: The duties of the Bookkeeper shall be to coordinate all administrative and financial activities of the Association with the Board President, and the Director of Hockey. The Bookkeeper will keep a record of the financial transactions of the Association, work with the Director of Hockey and other members of the Board to create an annual budget for the Association; ensure taxes are approved and filed in a timely manner; keep the Board apprised of operating balances and budgets, as well as forecasted revenues and expenditures via monthly reports to the Board. Aside from the Director of Hockey, this is the only other board position that carries compensation as an independent contractor. This position is also non-voting.
- d. Secretary: The Secretary shall work with the Director of Hockey and President to maintain all records and information required by law to be kept by the Association: the Association's Articles of Incorporation, these Bylaws, and all rules, regulations and policies of the Association, establishing agenda for the BOD Meetings and taking meeting minutes. Responsible for the maintenance of all other corporate records and files, and may have additional authority and duties expanded as are appropriate and customary for the office of Secretary.
- e. The Registrar shall oversee and coordinate with the Director of Hockey, all player registration, and create certified 1-T USA Hockey rosters. Additional duties may be expanded as are appropriate and customary for the office of the Registrar.

Team Roster Note: TCHC shall place all players on a USA Hockey 1-T roster. All teams MUST have an approved USA Hockey 1-T roster prior to participation in any games using USA Hockey officials and/or against another association team, including league, non-league/scrimmage, exhibition, and tournament games.

- f. Director of Hockey: The Director of Hockey shall act as the liaison between the

Board and all age-level teams they represent. They are responsible for conveying the interests of the parents, coaches, and athletes of said teams at Board Meetings. They shall also perform such additional duties as may be assigned from time to time by the Board President, including attending team parent meetings and home tournaments for their age level team. Organize and oversee camps, tryouts, in-season, and off-season hockey development. Oversee coach development and provide assistance in practice planning, player development, and game mechanics. Be a resource to coaches regarding practice plans by providing ideas, drills, and execution of the skill progression for each level. Manage ice scheduling with hockey rinks. Serve as the primary point of contact for both coaches and parents regarding inquiries with respect to hockey development issues. The Director of Hockey shall also work in conjunction with the Secretary/Registrar and Treasurer to ensure all association documents are current, build season budgets, travel budgets, maintain the website, and any other tasks that may arise or be assigned by the President of the Board. The Director of Hockey is a paid position. The hiring of the Director of Hockey must be a unanimous vote by the Board. The initial term length for the Director of Hockey will be five years. After five years, each subsequent term length will be three years unless the Director of Hockey is deemed incapacitated (physically or mentally) or is found guilty of a felony crime.

- g. SafeSport Coordinator: Serves as the TCHC initial contact for persons reporting suspected abuse, misconduct or other violations, compiling information on disciplinary issues within TCHC and, when appropriate, reporting such information to USA Hockey and CAHA. Take calls and respond to verbal and written reports in a timely manner (between 48 - 72 hours) from members or others regarding allegations of misconduct. Communicate to all relevant parties on progress and status of complaints, investigations, hearing procedures, appeals, and final resolutions. Track and maintain a filing system for all SafeSport reports in the program, investigations, and outcomes following investigations, hearings, or appeals. Communicate effectively and efficiently with members and volunteers. Be a resource for Affiliate and local programs on how to create and foster a positive SafeSport culture. Work with participants and parents to educate them about the SafeSport Program. Understand the complaint reporting procedures and structure within USA Hockey. Coordinate and schedule disciplinary hearings to address alleged SafeSport violations, if and when necessary. Be familiar with the U.S. Center for SafeSport and reporting obligations under the Center for SafeSport.
- h. Community Outreach/Tier II and House Liaison Coordinator: Work in collaboration with the Director of Hockey to serve as a liaison between Tier II and House/Recreation (Rec) hockey programs and TCHC. Work to build relationships with each Tier II and House/Rec programs in the Colorado market

and identify areas where TCHC can help support initiatives at the Tier II and/or House/Rec level. Take the lead and/or assist in coordinating clinics with Tier II and/or House/Rec programs. The goal of these clinics should be multi-purpose and include, but are not limited to, growing the game in quantity of players, player development, and compete level. Assist in planning educational seminars focusing on the “Girls Hockey Pathway” in Colorado, detailing a player’s step-by-step development process from Learn to Play through 19U Tier I. Help disseminate resources to all players and their families in the state on camps, clinics, and options to participate with clubs at each age and compete level.

- i. Age Division Reps: will be selected and/or appointed to represent the needs and interests of the division they are involved with (14U, 16U, or 19U). They will also be charged with the task of bringing any issue that cannot be handled at the team level or within the chain of command of Coach - Team Manager - Director of Hockey.

Section 6.5 – Term of Service

Board Members will serve a two year term. Members may be re-elected to successive terms. The term of an outgoing Member shall extend through the annual Spring General Membership Meeting (as defined below) of the designated year and the newly elected Member shall be seated immediately following that meeting.

Section 6.6 – Elections

For elections and proceedings of the Annual General Meeting to be considered valid a quorum of 40% of Members must be present either in person or by electronic means.

Terms for voted positions shall be two years in length. Inaugural elections will take place in March of 2025, and will be held every two years unless a Board Member resigns or is removed before the end of term. In which case, there would be a special election or an appointment by the Board to replace that officer position.

Section 6.6.1 – Nominations for Board Positions

Nominations for any Board position to be filled at the Spring General Membership Meeting may be made by any Voting Member of the Association. Such nominations must be made in advance of the Spring General Membership Meeting by notifying the Director of Hockey and/or the Secretary (once elected) in writing of the nomination at least 15 days prior to said meeting. Nominations may not be made from the floor at the Spring General Membership Meeting.

Section 6.7 – Vacancy/Insufficient Nominations

Any vacancy occurring in the Board of Directors may be filled by appointment or by special election (depending on the position vacancy) by the remaining Board of Directors. A Member appointed/elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor is elected by the Voting Members. In the event there are insufficient nominee(s) for the position of Board Member(s) at the Spring General Membership Meeting, Board Members may fill vacancies by appointment. The appointee will serve the remaining length of the term for which he/she was appointed.

Section 6.7.1 – Resignation

Any Board Member may resign at any time upon giving written notice to the President. The resignation takes effect at the time designated in the notice of resignation.

Section 6.8 – Removal of a Board Member

Any Board Member may be removed with or without cause at any time. Removal requires a two-thirds vote of the Board. The resulting vacancy shall be filled pursuant to the provisions above in this Section. Removal of the Director of Hockey must be unanimous and must be pursuant to the contract between the Board and the Director of Hockey. At least seven days' notice shall be given to all Members of the intention to present a motion to remove an individual from the Board.

Article VII – Meetings

Section 7.1 – Annual and Regular Meetings of the Board of Directors

The Board shall hold a General Membership Meeting each year in March. The annual meeting shall be held for the purpose of electing new or vacant Officer positions, appointing the officers both to be elected/appointed, and for the purpose of conducting such other business as may come before the meeting. The Board may provide, by resolution, the time and place, within the State of Colorado, for the holding of other regular meetings without other notice than such resolution.

Any action(s) or policy(s) adopted or requested to be adopted by the Board of Directors shall be reported to its membership, or their duly authorized representatives, at least once each year at a meeting called for such purpose, with notice and agenda of such meeting being given to all members of TCHC no less than fifteen (15) days in advance of the holding of the meeting. The meeting shall be open to all members of TCHC.

Section 7.2 – Special Meetings for the Board of Directors

Special meetings of the Board may be called by or at the request of the President or any two Members. The person or persons authorized to call special meetings of the Board may fix any place within the State of Colorado as the place for holding any special meeting of the Board called by them. Special meetings may also take place via Zoom/Google Meet/Microsoft Teams.

Section 7.3 – Place of Board of Directors Meeting

The Board may hold its regular meetings at any location within the State of Colorado as determined by the Board. Board meetings may also take place via Zoom/Google Meet/Microsoft Teams.

Section 7.4 – Voting Members of the Board of Directors

Each Board Member is only eligible to cast one vote when a vote is needed, regardless of whether a Board Member holds one or multiple positions. For example, if a person holds the position of Secretary and Registrar (or any like example), that person is only able to cast one vote on matters, not two.

Section 7.5 – Annual Meeting of the Association

There shall be one general membership meeting each year in March, which will be held at the time and location designated by the Board and in conjunction with Section 7.5.1 below.

Section 7.5.1 – Spring General Membership Meeting

The purpose of the Spring General Membership Meeting shall be to elect Board Members (if necessary), to review events and activities of the preceding hockey season, for Members to make recommendations and suggestions to the Board for changes and improvements in the youth hockey policies and programs, and to conduct such other business as may be appropriate. The Spring General Membership Meeting shall take place in March of each year.

Section 7.6 – Proxy Voting

Association: Any Voting Member of the Association may vote by proxy in any election or vote of the Association if, 24-48 hours prior to the meeting at which such proxy is to be exercised, the Board President or Administrator is presented with the written or emailed proxy specifying with detail the nature and date of the election or vote at which the proxy is to be exercised; the name of the Voting Member whose

vote is to be cast by proxy; the name of the young hockey player for whom the Voting Member is a parent, guardian or individual sponsor; and the name of the person who is to exercise the vote by proxy. However, said proxy shall not be recognized and exercised unless the written proxy is dated and signed by the Voting Member whose vote is to be cast by proxy.

Section 7.7 – Quorum

Board: A quorum of the Board shall consist of a majority of the number of Board Members in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Members present is the act of the Board unless the vote of a greater number of Members is required by applicable law. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a proposal, a Member shall be deemed to be present at a meeting and to vote if the Member has granted a signed written proxy to another Member who is present at the meeting authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 7.8 – Notice of Meetings

Notice of all regular Board meetings shall be published. The agenda for each meeting and notice of any date change, time, or place of an Association or Board meeting shall be posted on the Association's website not less than seven days, and not more than 30 days immediately preceding each such meeting. The notice shall state the date, time, place and general purpose of each such meeting, except that, in the case of a Special Meeting of the Board, the precise purpose for the Special Meeting and the nature of the business to be transacted shall be stated, in which case no other business may be transacted at said Special Meeting of the Board. Notice of all meetings of the Association shall be published after the annual Spring General Membership Meeting. The agenda for each meeting and notice of any date change, time, or place of an Association meeting shall be posted on the Association's website and via electronic means not less than seven days, and not more than 30 days immediately preceding each such meeting. The notice shall state the date, time, place and general purpose of the meeting.

Section 7.9 – Manner of Acting Without Meeting

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if each and every member of the Board either votes for such action or votes against such action or abstains from voting and waives the right to demand that a meeting be held. Any action so taken shall be adopted only if the affirmative vote for the action equals or exceeds the minimum number of votes that

would be necessary to take the action at a meeting at which all of the Members then in office were present and voted. No action taken pursuant to this section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this section shall be signed by all Members and not revoked as provided below are received by the Non-Profit Corporation. Action taken pursuant to this section shall be effective when the last writing necessary to affect the action is received by the Non-Profit Corporation, unless the writings described in the action set forth a different effective date. Any Member who has signed a writing pursuant to this section may revoke such writing by delivering a dated and signed writing to the Non-Profit Corporation stating that such Member's prior vote is revoked, provided such revocation is received by the Non-Profit Corporation before the last writing necessary to affect the action is received. Action taken pursuant to this section shall have the same effect as action taken at a Board of Directors meeting. Any writing pursuant to this section may be received by the Non-Profit Corporation by electronically transmitted facsimile or other form of wire or wireless communications, providing the Non-Profit Corporation with a complete copy of the document, including a copy of the signature on the document.

Section 7.10 – Participation by Electronic Means

Any member of the Board or any committee designated by such Board may participate in a meeting of the Board or committee by means of telephone conference, video conference, email, or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other at the same time. Such participation shall constitute presence in person at the meeting. Any action required or permitted to be taken at any meeting may also be taken without a meeting if all Members consent to such action and such actions are filed in the Corporate Minute Book of the Non-Profit Corporation.

Article VIII – Committees

Section 8.1 – Special Committees

The Board may act by and through committees specified by a majority of the Officers to assist the Board in performing the functions and activities of the Association. The duties, responsibilities and Chairperson(s) will be designated by the Board, and each committee will be subject to the direction of the Vice-President of the Board. Committees shall submit a report to the Board at each regularly scheduled meeting of the Board and at such other times and meetings as may be appropriate.

Section 8.1.1 – Resignation and Vacancy

Members of a committee may resign at any time by giving written notice to the

Board. A vacancy shall be filled for the remaining portion of the term.

Section 8.1.2 – Removal

Members of a committee may be removed with or without cause by a majority vote of the Committee.

Section 8.2 – Standing Committees

A Standing Committee reports and makes recommendations to the Board on all substantive issues. The duties, responsibilities, and Chairperson(s) will be designated by the Board, and the committee will be subject to the direction of the Vice-President of the Board. The Standing Committee shall submit a report to the Board at each regularly scheduled meeting of the Board and at such other times and meetings as may be appropriate.

Section 8.2.1 – Disciplinary Committee

The Disciplinary Committee shall consist of no more than three individuals: the Director of Hockey, one voting member or associate member, and one Board member as appointed by the Board. The Disciplinary Committee shall appoint a Secretary of the Committee. The Disciplinary Committee members shall be appointed on an annual basis, and is expected to fill any vacancy.

The Disciplinary Committee shall:

- a. Review allegations of misconduct;
- b. Determine if an individual has violated the Code of Conduct;
- c. Recommend penalties commensurate with the severity of the offense when the Committee finds that a violation has occurred;
- d. Communicate findings and recommendations to the Board for approval and to the individuals involved as concluded;
- e. Conduct other business as necessary to carry out its duties.

The Disciplinary Committee will meet as often as necessary during the scheduled season to carry out its duties. Three members of the Disciplinary Committee constitute a quorum and are to be in attendance in order for a meeting to occur. The Disciplinary Committee can receive allegations from Members alleging violations of the Code of Conduct, initiate reviews of possible misconduct, conduct interviews to collect facts relative to an allegation, meet with any individuals to determine facts, and perform other duties as necessary to investigate allegations and make determinations as directed by the Board. The Disciplinary Committee has the power to determine penalties, as described in the section titled Penalties, Terms and Conditions, including the termination of membership in the Association.

The following procedures are used to review allegations:

- a. Notice of an Issue: Any Member may notify the Disciplinary Committee about an issue that he or she believes warrants attention. Notice is to be provided to the Disciplinary Committee by:
 - i. Communicating through the Disciplinary Committee or
 - ii. Written notice to the Director of Hockey or the President of the Board.
- b. Notice to Parties: The parties that are the subject of the Notice will be notified within seven days of the Committee's receipt of the Notice and provided the opportunity to attend a scheduled Review Meeting as set forth in paragraph c below.
- c. Review Meeting: The Secretary will schedule the Notice for review within 15 days of receipt of the Notice. The purpose of the Review Meeting is to establish the facts relative to the incident being reviewed. At the Review Meeting, the Disciplinary Committee will review the Notice and take one or more of the following actions:
 - i. Determine that no violation has occurred and dismiss the matter;
 - ii. Determine that a violation of the Code has occurred;
 - iii. Determine that additional information needs to be collected to establish facts and make a determination;
 - iv. Continue discussion on the matter until the next regularly scheduled meeting. Disciplinary matters may be continued only once unless the Disciplinary Committee finds there is cause to continue the matter for a specified period of time.
- d. Penalty Meeting: If the Disciplinary Committee determines that there is a violation of the Code of Conduct, the committee must hold a Penalty Meeting within seven days of the Review Meeting to determine the level of Penalty as set forth in paragraph below. The Penalty Meeting can be held concurrently with the Review Meeting if the individual found to be in violation of the Code of Conduct is present.
- e. Issuance of Findings of Fact, Determination and Penalty: Upon conclusion of the Review and Penalty Meetings, the Disciplinary Committee will issue a written Findings of Fact and the Determination and Notice of Penalty to the Secretary of the Board and the party that is the subject of the Committee's determination. The Secretary of the Committee will notify the Board of the Disciplinary Committee's decisions.

- f. **Administration and Enforcement of Penalties:** The Secretary of the Disciplinary Committee as directed by the committee will administer the penalty, which includes documentation of the penalty, establishment of the calendar for the penalty term, notification of coaches, team managers or other appropriate individuals of the penalty, notice to the Member when the conditions of the penalty have been satisfied and other appropriate duties. The Discipline Committee and the Board, through its representative on the Discipline Committee, will monitor the penalty. Failure by a Member to honor any penalty or suspension may lead to additional consequences, including, but not limited to, dismissal from the Association. In the event a person(s) membership with the Association is revoked, it will be for a minimum of the remainder of the current season. After the said time limit expires, the Member may reapply for membership with the Association. Permission to rejoin the Association is subject to the approval of the Board, which shall be the Board's sole, discretionary decision, although approval shall not be unreasonably denied.
- g. **Appeal of the Disciplinary Committee Decision:** The Committee's decision regarding determinations of violations of the Code of Conduct resulting in a warning, a Level 1, Level 2, or Level 3 penalty cannot be appealed. Determinations resulting in Level 4 or higher penalties can be appealed to the Board.
- h. **Penalties, Terms and Conditions:** The following penalties can be issued:

Level 5 penalties may result in termination of membership, indefinite suspension, or suspension up to 180 days:

 - i. Threatening any player, coach, official, Association or league representative, arena personnel, spectator, or parent.
 - ii. Making physical contact with any player, coach, official, Association or league representative, arena personnel, spectator, or parent with the intent to harass, annoy, alarm or intimidate.
 - iii. Entering the locker room of any opposing team or obstructing their access or exit from said room or arena with the intent to harass, annoy, alarm, or intimidate.
 - iv. Entering the locker room of any official or obstructing their access or exit from said room or arena with the intent to harass, annoy, alarm, or intimidate.
 - v. Being involved with any activity that would warrant the summoning of law enforcement officials.
 - vi. Any member receiving a Level 5 penalty must obtain approval from the Disciplinary Committee and Board before returning to involvement within the Association.

Level 4 penalties may result in up to 30 days suspension. Any other infraction may result in termination of membership:

- i. Taunting any player, coach, official, Corporation or league representative, arena personnel, spectator, or parent.
- ii. Defacing or damaging property belonging to any individual, team, Corporation, or arena.
- iii. Going on to the ice surface for any reason, unless directed by coach or other official.
- iv. Entering the bench area during a game without first being requested to do so by a coach of the team on the bench or for any unreasonable purpose as determined by the Disciplinary Committee.

Level 3 penalties may result in up to a 21-day suspension. Any other infraction may result in a termination of membership:

- i. Throwing of any object onto the ice surface, into the player's area, or at another individual.

Level 2 penalties may result in up to a five-day suspension.

- i. Inciting other persons to become involved in any of the above listed activities.
- ii. Pounding or climbing on the glass.

Level 1 penalties may result in a written warning.

- i. Using profane and/or vulgar language or mannerisms.

Verbal Warnings

- i. An action that does not rise to a documented time related penalty and requires no further action.
- ii. Repeated verbal warnings can lead to an action.

A combination of multiple lower level infractions may result in a higher-level disciplinary action. The Disciplinary Committee retains the right to make this determination.

The Disciplinary Committee may also issue a letter delineating behavioral expectations of the involved Member. Failure to sign or abide by this agreement may result in termination of membership.

Section 8.2.2 – Fundraising Committee

The Fundraising Committee shall conduct the fundraising activities of TCHC and supervise the participation of the membership in these activities. The Chairperson for this committee will be a member of the Board.

Section 8.2.3 – Marketing Committee

The Marketing Committee shall conduct the marketing activities of TCHC and supervise the participation of the membership in these activities. The Chairperson for this committee will be a member of the Board.Article IX – Director of Hockey

Section 9.1 – Executive Director

The Executive Director of the Team Colorado Hockey Club (TCHC) shall be the Director of Hockey.

Section 9.2 – Selection

The Director of Hockey shall be selected by a unanimous vote of Board Members from a list of qualified candidates obtained during an open search process.

Section 9.3 – Qualifications

The Director of Hockey shall be a person who has demonstrated exceptional communication and team-building skills. They will possess fiscal management as well as strategic planning acumen. They must also be able to build strong professional relationships with members, the Board, members of the community, leaders of other state and local organizations, policy makers, and the media. Most importantly, the Director of Hockey must uphold the values of the Association and act with fidelity to ensure the authentic, collective voice of the membership is continuously and consistently represented.

Section 9.4 – Term of Employment

The Director of Hockey reports to the Board. Pursuant to Section 6.4, the initial contract term for the Director of Hockey is five years. Each succeeding term shall be three years in length.

Section 9.5 – Salary

The salary of the Director of Hockey shall be dependent on qualifications and shall be reviewed annually by the Board.

Section 9.6 – Duties

The Board authorizes the Director of Hockey as its representative to:

- a. Provide full-time focus on the needs of the Association including daily administration of all activities;
- b. Ensure the Association follows its vision and mission;
- c. Maintain the appropriate paperwork to fulfill legal and ethical obligations;
- d. Assist with the creation and preparation of budgets;
- e. Help develop strategies and policies to ensure the Association's objectives are met;
- f. Implement approved policies and procedures;
- g. Work outside of regular business hours, e.g. attending community events and meetings, attending hockey games and tournaments, as well as fundraising events that are normally scheduled on weekends;
- h. The potential for travel.

Section 9.7 – Oversight

The Director of Hockey is responsible for:

- a. Financial oversight, including financial reporting, banking, and budgeting in conjunction with the Association Bookkeeper and President;
- b. Developing a clear communication plan with the Board, membership, coaches, stakeholders, and donors;
- c. Recruiting, training, and empowering coaches to best meet the developmental needs and experiences of all players;
- d. Establishing and ensuring expected behavior and code of conduct policies and procedures for parents, players, and coaches are followed and enforced;
- e. Creating new connections and raising awareness of the organization within the community at large;
- f. Coordination with partner leagues

Article X – Finance and Accounting

Section 10.1 – Finance and Accounting

The Bookkeeper is an independent contractor with a background in accounting and/or finance who will be hired as the fiscal agent/treasurer/bookkeeper of the TCHC. All accounting for TCHC revenues and expenditures shall be recorded by the Bookkeeper, Director of Hockey, and President in accordance with his or her procedures.

Section 10.2 – Budget

The Director of Hockey and Board of Directors shall prepare the budget of the organization and shall submit it to the Board for approval 45 days prior to tryouts for the following season. Budget must have two-thirds majority for it to take effect.

Article XI – Books of Record, Fiscal Year, Audit

Section 11.1 – Books of Record

The Secretary, Bookkeeper, and the Director of Hockey will keep:

- a. Records of all proceedings of the Board, and all financial statements of the Team Colorado Hockey Club, and
- b. Bylaws and all amendments and restatements, and
- c. Other records and books of account necessary and appropriate to the conduct of business.

Section 11.2 – Fiscal Reporting

An accounting of TCHC revenues and expenditures shall be presented monthly to the Board and annually to the Members at the Spring General Membership Meeting. The report and any budgets shall be posted on the Association website.

Section 11.3 – Fiscal Year

The fiscal year of TCHC will be from June 1st to May 31st of the following year.

Article XII – Indemnification

Section 12.1 – Limitation of Liability - Board of Directors

To the greatest extent provided by law, no Member or Officer of the Association shall be personally liable to the Association or its members for damages for breach of any duty owed to the Association or its members. Neither the amendment nor repeal of this bylaw, nor the adoption of any provision of this certificate of incorporation inconsistent with this bylaw, shall eliminate or reduce the protection afforded by this bylaw to an Officer of the Association with respect to any matter which occurred, or any cause of action, suit or claim which but for this bylaw would have accrued or arisen, prior to such amendment, repeal or adoption.

Section 12.2 – Limitation of Liability of Members

In addition, except as otherwise provided in C.R.S. 7-128-402, a Member shall not be liable to the Association or its members for monetary damages for the breach of the Member's fiduciary duty. The Association shall indemnify any Member or Officer or

former Member or Officer of the Association. In no case, however, shall the corporation eliminate or limit the liability of a Member to the Association or its members for monetary damages for any breach of the Member's duty of loyalty to the Association or its members, acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law, acts specified in C.R.S. 7-128-403 or 7-128-501(2) or any transaction from which the Member directly or indirectly derived an improper personal benefit. Neither shall the Association indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Code. Further, if at any time or times the Association is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this bylaw if such payment would constitute an act of self-dealing (as defined in Section 4941(d) or the Code) This provision shall only apply to acts or omissions occurring after this date this bylaw is enacted.

Article XIII – Amending, Adopting, or Repealing Bylaws

From time to time, Bylaws may be amended, adopted, or repealed by a majority of the Board of Directors. All amendments, adoptions, or repealing of the Bylaws shall have a first reading at any regular or special meeting of the Board. Then, at the subsequent meeting of the Board, a vote will be taken to amend or repeal the subject Bylaw.

The publication of TCHC Bylaws and other governing documents shall annually be distributed to all members, upon request, copies of its Bylaws and other governing documents, and all amendments thereto.

Article XIV – Sexual Abuse, Screening and Physical Abuse Policies

The Association hereby adopts the sexual abuse, screening, and physical abuse policies of USA Hockey, Inc., as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce policies, or sanctions for the violation of such policies, which are more stringent than the prevailing policies and/or sanctions promulgated by USA Hockey, Inc.