

APPENDIX A:

Bylaws of the Helena Area Youth Hockey Association

BYLAWS HELENA AREA YOUTH HOCKEY ASSOCIATION

ARTICLE 1: ORGANIZATION

Section 1. Name.

The name of the corporation governed by these Bylaws is the “Helena Area Youth Hockey Association,” or “HAYHA.”

Section 2. Tax Exempt Status.

HAYHA is a Montana nonprofit public benefit corporation established under 35-2-126 and 35-2-213, MCA, and recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (“Code”).

Section 3. Purpose.

The purpose of this nonprofit corporation is exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and more specifically,

- To serve as an affiliate member of the Montana Amateur Hockey Association or similar organization, as may be determined by the board; and
- To operate as a “qualified amateur sports organization” within the meaning of IRC §501(c)(3) for the purpose of supporting and developing amateur athletes for national and international competition in the sport of hockey.

[Reference 35-2-117, MCA]

Section 4. Responsibilities.

This nonprofit corporation is responsible for serving Helena area youth through the sport of hockey in order to educate and develop:

- Positive social behavior through good sportsmanship and team play among peers;
- Life fitness skills for maintaining good health; and
- Skills in playing the game of hockey.

Additional responsibilities include the communication of pertinent information to its members; and to provide opportunities to its members to conduct open, respectful discussion of that information and any resulting policies or procedures adopted by the corporation. In fulfilling these responsibilities, this nonprofit corporation will take such further steps authorized by its members in accordance with these Bylaws, which may include contracting for outside services.

Section 5. Prohibited Purposes.

Notwithstanding any other provision in these bylaws, this nonprofit corporation:

1.1 No Personal Insurance.

May not allow any part of its net earnings to insure more than incidentally for the benefit of any

director, officer, or nonvoting member, except that the corporation may pay reasonable compensation for service rendered and may make payments and distributions in furtherance of the purposes set forth in this section.

1.2 No Lobbying Activities.

May not allow any substantial part of its activities to carry on any propaganda, or otherwise attempt to influence legislation [except as permitted by IRC §501(h)].

1.3 No Political Activities.

May not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

1.4 No Activities Prohibited by 501(c)(3) or 170(c)(2).

May not engage in any activities which would fail to satisfy the requirements of IRC §501(c)(3) (including all corresponding provisions of any future federal tax code) for permitting its tax exempt status, and of the IRC §170(c)(2) (including all corresponding provisions of any future federal tax code) for allowing the deductibility of its donor's charitable contributions.

1.5 No Activities Creating a Private Foundation.

May not be operated in any manner to cause it to be treated as a private foundation under IRC §509 (a)(1), (a)(2), or (a)(3) or an organization.

Section 6. Fiscal Year.

The fiscal and business year for the corporation shall be July 1 through June 30.

Section 7. Books and Records.

The corporation shall keep correct and complete books and records of account and shall keep minutes of all meetings where actions are taken. All records must be kept in accordance with any records retention policy adopted by the Board.

Section 8. Electronic Transmissions.

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE 2: MEMBERSHIP

Section 1. Membership Types and Voting Rights.

There are two types of membership: voting and non-voting (associate).

- A. Voting Member: Must be a dues-paying adult with a youth registered and paid as a current participant in a hockey program or an adult without a youth registered where the adult is participating in a volunteer position sponsored by this corporation. More than one adult person per youth registered may be a voting member, but such vote shall be limited to one vote per registered youth or per volunteer. If there is more than one registered youth in a family, the family shall be entitled to a vote for each youth. If there is more than one person at a meeting entitled to vote on behalf of the same youth, such persons are obligated to vote only once and if necessary, declare the

name of the person voting on behalf of the registered youth.

- B. Non-voting Associate: May participate in the corporation through payment of an initial associate membership fee and annual dues as established annually by the Board of Directors. Associate membership entitles a qualified payor or its representative to participate as a non-voting member of the corporation, as provided herein.

Section 2. Rights and Duties of Members.

- A. All members are entitled to attend every meeting of the Board of Directors, with the exception of Executive Sessions conducted in accordance with these Bylaws. Members may attend personally, or may participate in a meeting of the members or Board by means of remote communication. Remote communication means communication made by conference telephone call, internet, electronic, remote technology, or similar communication by which persons participating in the meeting may hear or read each other's comments, questions, or votes simultaneously during the meeting.
- B. Members may request a copy, electronically if feasible, of information gathered, studies conducted, and analyses completed by the corporation or any subcommittee. Work products of the Board or any subcommittee that contain information regarding complaints or disciplinary actions may not be disclosed beyond the affected parties.
- C. In keeping with the purpose of this non-profit corporation, each member is encouraged to work within the corporation's policies and processes to obtain results they can support.
- D. The members shall elect the directors for each term by written or electronic ballot. On a date specified by the Board, the ballots shall be tallied and a majority vote shall designate the Board of Directors.
- E. All members shall act in a manner favoring inclusion of views in the management and execution of the work of the corporation.
- F. Except as otherwise provided in these Bylaws, each voting member shall be entitled to one vote per registered athlete on each matter upon which members have voting rights. Members without registered children shall be entitled to one vote on each matter upon which members have voting rights. Vote or voting includes the giving of consent in the form of a record without a meeting by written ballot and written consent. The Record Date for all meetings of members shall be ten (10) days prior to the date of such meeting or action without meeting as identified in the notice (Record Date). Only voting members in good standing as of the Record Date for any meeting or action without meeting shall have voting rights during such meeting.
- G. This non-profit corporation is a volunteer organization and dependent upon members assisting with the delivery of our program. The Board may adopt policies to encourage or require a minimum level of volunteer hours to support the corporation.

Section 3. Term of Membership.

The Membership period exists from the close of registration of the current season that a participant or volunteer has registered for through the close of registration the following season.

Section 4. Memberships Not Transferrable.

Members may not assign or transfer their membership rights to any other person.

ARTICLE 3: BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors (Board) shall be the governing body of this non-profit corporation, and all corporate powers shall be exercised by or under the authority of the Board. The business and affairs of the nonprofit corporation shall be managed under the direction of the Board, including the promulgation of rules and regulations for governing the corporation and election of its officers, subject to any

limitations in Montana state statute and these bylaws. Each elected director shall have one vote on any matter that comes before the Board.

Section 2. General Standards for Directors.

A director shall discharge the duties as a director, including the director's duties as a member of a committee:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances;
- (c) in a manner the director reasonably believes to be in the best interests of the corporation;
- (d) in accordance with adopted Code(s) of Conduct; and
- (e) in a manner that supports the spirit and intent of the Vision, Mission Statement, and Core Values adopted by the organization.

Section 3. Number and Qualifications.

A. The Board shall consist of up to eleven (11) elected directors.

(i) Four (4) directors will be elected by and represent the following age groups:

- 6U/8U
- 10U/12U
- 14U/High School
- House/Girls

(ii) Up to seven (7) but no less than five (5) directors will be elected by the full membership to fill at-large seats during the regular election.

(iii) The Board shall decide on the number of additional directors to appoint to the Board prior to the beginning of the season based on a review of qualified applicants and the needs of the corporation. Appointed directors will serve as non-voting, advisory members of the Board for a one-year term. Up to two (2) of the appointed board positions may have voting powers as determined by an affirmative vote of three-quarters (3/4) of the elected members of the Board.

(iv) All candidates for board positions shall complete an application expressing their interest and qualifications for serving on the board, and what role they are seeking.

B. A board member may be a voting or associate member of the corporation, and need not have a youth enrolled in the program.

Section 4. Election and Term of Office for Directors.

A. The members shall elect the directors for each term by written or electronic ballot. There shall be no term limits for members of the Board.

B. Candidates for age-group representative will be elected by a majority vote of the ballots cast by members in the candidate's respective age-group. At-large seats will be filled by the candidates receiving the most votes until all available seats are filled.

- C. The term for age-group representatives shall be one year. The term for at-large positions shall be two years, with three seats elected in odd numbered years and two seats elected in even numbered years.
- D. Each director shall hold office for the designated term for the position held or until removed. If a director's term expires, the director shall continue to serve until replaced.

Section 5. Removal.

A director may be removed from the Board for any reason in accordance with 35-2-421, MCA, or as state statute may be amended. In general:

- A. A director elected by the membership may be removed from the Board by a majority vote of the membership for any reason.
- B. A director elected by a class, chapter, unit or grouping of members may be removed by a majority vote of that electorate for any reason.
- C. A director appointed by the Board may be removed by a majority vote of the Board for any reason.
- D. The Board may remove a director for failing to attend seventy-five (75) percent of scheduled board meetings. The director may be removed only if a majority of the directors then in office vote for the removal.

Section 6. Vacancy.

If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, the directors may fill the vacancy at any time. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. When the directors elect a director to fill a vacancy, the director's term shall remain the unexpired term of the director being replaced, and may be removed only in accordance with the above section.

Section 7. Duties and Responsibilities.

- A. The Board shall direct the operations of the Corporation. Through the Board's oversight of the Executive Committee, and through approval or disapproval of recommendations brought by the Executive Committee, the Board shall direct the affairs of the corporation.
- B. Unless explicitly retained by the Board, the Executive Committee shall approve all formal communications of the corporation (including emails to the membership and social media postings) before release, and such approval shall be based on an assessment of whether such communication comports with the purposes of the corporation and the adopted policies and positions of the corporation.
- C. The Board shall annually adopt a dues policy for voting and associate memberships.
- D. The Board, with input from voting members, shall establish and periodically review and update a, Mission Statement, and Core Values to further the purposes and responsibilities of the corporation contained in these Bylaws.
- E. The Board shall have oversight of all corporation subcommittees, and undertake the development of proposed policies and positions in accordance with the corporation's purposes and responsibilities, as well as the Mission Statement and Core Values developed by membership and adopted by the Board.
- F. The Board shall take steps to actively implement the policies and positions of the corporation consistent with the purposes and responsibilities, the Mission Statement, and Core Values adopted for the corporation.
- G. In accordance with its purposes and responsibilities, Mission Statement, and Core Values, the

Board shall direct and serve the full membership in a manner favoring inclusion of disparate views in the implementation of corporation policies.

H. The past president may be invited to serve as ex-officio on the board without voting rights.

Section 8. Disciplinary Authority.

- A. The board of directors may administer and conduct disciplinary proceedings and may adopt related policies for the purposes of imposing discipline upon its members or player participants. Discipline may include, but is not limited to, expulsion, suspension, termination, required courses (to be paid for by the association), or other forms of verbal or written censure.
- B. The administration of discipline must include fair and reasonable procedures.
- C. For purposes of any expulsion, suspension, or termination, any procedures must meet the minimum requirements of 35-2-520, MCA.
- D. Immediate summary suspension may also be imposed prior to hearing if circumstances so warrant. A hearing will be offered to alleged offenders in accordance with USA Hockey Bylaw 10.
- E. Any disciplinary proceedings must also be consistent with any applicable requirements of Montana Amateur Hockey Association (MAHA) or USA Hockey, Inc. (USAH).

Section 9. Conflicts of Interest.

The Board of Directors shall adopt a Conflict of Interest Policy in accordance with 35-2-418, MCA. Each individual Director shall acknowledge and accept the terms of a Conflict of Interest Policy to address both real and apparent conflicts of interest or dualities of interest that may adversely affect the tax-exempt status of the Corporation or cause there to arise any sanction or penalty by a government authority.

Each member of the Board must sign an annual statement affirming that the Director has received a copy of the corporation's conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands that the corporation is recognized as tax-exempt under Section 501(c)(3) of the Code. In order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10. Officer's Salaries, Loans, Loan Guarantees.

No officer or director may receive remuneration as an officer. Other than for actual expenses, an officer or director may receive reasonable compensation for services on behalf of the corporation other than for services as an officer. Under no circumstance may this corporation lend money to an officer or director, or guarantee the obligation of an officer or director. No officer may vote to approve the remuneration to be received for any compensable services and in all events, such remuneration must be reasonable.

Section 11. Subcommittees.

- A. The Board may designate any subcommittees to carry out the purposes of the corporation.
- B. With the exception of some actions delegated to the Disciplinary Committee established under Section 8 of these Bylaws, the corporation's subcommittees are advisory, and may make recommendations to the Board on any subject matter related to the purposes and responsibilities of the corporation. Subcommittees shall report to the Board at regular and special meetings.
- C. The membership of subcommittees is voluntary and may be limited or expanded on the recommendation of the subcommittee by approval of a majority of the Board. Subcommittee members may include community members outside the corporation's membership. All subcommittee appointments shall be made by the Executive Committee.

ARTICLE 4: OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers.

- A. The officers of the Board shall be a President, Vice President, a Secretary, and Safety/Disciplinary Director.
- B. At the first meeting of the newly-installed board following the certification of the vote by the sitting executive committee, the newly-elected directors shall elect officers and assign duties as provided in these bylaws and as the Board determines necessary. The existing Board shall facilitate the newly elected Board directors' election of their officers by conducting a closed nomination and closed vote process. For each officer, all newly elected directors shall submit in writing a nomination for that officer. A submission may be for oneself, another director, or no one. All nominations are tallied by the existing Secretary and are presented to the newly elected Board at which time a nominee may accept or decline their nomination. The final list of nominees is to be presented to the newly elected Board and each newly elected Board director shall vote one (1) time via writing for their desired selection. All votes are tallied by the existing Secretary and the nominee with the highest votes is elected to the position. The process is then repeated for each officer position. Once complete, the existing President shall officially reassign duties as provided in these bylaws. The newly elected Board of Directors is then ratified and will conduct business going forward.

Section 2. Appointment and Term of Office.

- A. The board of directors shall elect each of the above officers in the manner prescribed in these bylaws.
- B. Unless the board of directors determine otherwise, the officers of the nonprofit corporation shall hold office for one year or until they resign, die, or are removed, whichever is earlier. A designation of a specified term does not grant the officer any contract rights, and the board can remove any officer at any time prior to the termination of the designated term.
- C. The role of President shall not be held by the same person for more than three consecutive years. There shall be no other term limits for officers.

Section 3. Removal of Officers.

- A) For good cause, the board of directors may remove any officer at any time by a two-thirds (2/3) vote of the Board. Removal shall be without prejudice to any contract rights, if any, of the person removed. The board's appointment of an officer or agent may not itself create contract rights.
- B) The removal of an officer does not remove that person as a director of the board.
- C) If an officer is removed, the Board shall appoint an existing Director to fill the position until the next election.

Section 4. Vacancy.

On an interim basis, the board may fill vacant positions. The same person may simultaneously serve on an interim basis for more than one office, but not for all offices. When the directors elect an officer to fill a vacancy, the officer's term shall remain the unexpired term of the officer being replaced.

Section 5. Duties and Responsibilities of the Officers.

A. President:

The president shall be a director and in good faith shall lead the Board in performing its duties and responsibilities, including

- i) Act as the principal executive officer of the nonprofit corporation, providing the general supervision and control of all business of the corporation, but subject to the control and limitation of the Board of Directors;
- ii) Serve as chairman of the board and preside at all meetings of the full membership, the Board, the Executive Committee and other subcommittees (when present);
- iii) Have authority to sign, with the secretary, or any other proper officer of the nonprofit corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments;
- iv) Have authority to appoint advisory committees for recommendations as to planned activities of the corporation, so long as each advisory committee has no authority to act;
- v) Represent the corporation in public and speak on behalf of the corporation; and
- vi) Perform other duties incident to the office or assigned by the Board.

B. Vice-President:

The vice-president shall be a director and in good faith shall consult with, counsel, and assist the President at his or her request to:

- i) Perform the president's duties if the president is absent, dies, is unable or refuses to act;
- ii) Act with all presidential powers and be subject to all the restrictions upon the president, when acting in the absence of the president; and,
- iii) Perform any other duties that the president or board may assign to the vice-president.
- iv) Serve as the corporation's Representative on the Montana Amateur Hockey Association (MAHA) Board.

C. Secretary

The secretary shall be a director and shall be responsible for keeping and reporting adequate records, and in good faith shall:

- i) Create and maintain one or more books for the minutes of the proceedings of the members' and directors' meetings;
- ii) Provide that all notices are served in accordance with these bylaws or as required by law;
- iii) Maintain an annual schedule of critical dates and deadlines requiring Board action;
- iv) Be custodian of the corporate records;
- v) When requested or required, authenticate any records of the nonprofit corporation.

D. Safety/Disciplinary Director:

The safety/disciplinary director is responsible for ensuring HAYHA compliance with all USA Hockey Safe Sport requirements and processing infractions of the HAYHA Disciplinary Policy.

With regard to safety compliance:

- i) Work with the Board to maintain current Safe Sport policy, including a Locker Room Policy, Travel Policy, and Electronic Communication Policy.
- ii) Ensure that all board members, coaches, volunteers, players, and parents have received necessary individual training and certifications.
- iii) Provide training completion certificates to the MAHA Safe Sport Director to verify that HAYHA is compliant with the current year certification requirements.
- iv) Provide monthly updates to the board on the status of the association Safe Sport program and any updates that MAHA or USA Hockey may distribute.
- v) Provide monthly updates to MAHA Safe Sport Director, as needed.
- vi) Look for opportunities throughout the season to discuss and keep Safe Sport on the

- forefront of the hockey season.
- vii) Promptly notify the MAHA Safe Sport Directors of all reports for an investigation, hearing or other proceeding within HAYHA that involves a violation of the USA Hockey Safe Sport policies or the Safe Sport Handbook.

With regard to the HAYHA Disciplinary Policy:

- i) Review complaints filed under the Discipline Policy, and gather information necessary for informed Disciplinary Committee discussion.
- ii) Issue disciplinary recommendations to the Board commensurate with the severity of the infraction(s).
- iii) Maintain records of complaints, incident reports, disciplinary hearings, committee findings, and progressive disciplinary actions.
- iv) Ensure HAYHA compliance with USA Hockey Bylaw 10 regarding disciplinary procedures.
- v) Report Disciplinary Committee actions and recommendations to the Board.

Section 6. Additional Positions.

The Board may appoint additional positions and determine the qualifications and requirements of such positions. Positions may include: Treasurer, Registrar, Referee-in-Chief, Coach-in-Chief, Equipment Manager, Marketing/Communications Director, Fundraising Director, Tournament Director, Division Managers, or others as deemed appropriate.

Section 7. Executive Committee.

- A. The Executive Committee shall consist of 5 Directors.
- B. The Officers plus one At-Large Directors of the Board shall constitute the Executive Committee.
 - i) If more than one At-Large Director exists beyond the Officers, the Full Board shall elect via a majority vote which At-Large Director shall serve on the Executive Committee.
- C. The Executive Committee shall have the direct responsibility for the daily supervision, management, and control of the business and property of the corporation subject to these Bylaws and oversight by the Board.
- D. In addition to regular Board Meetings, the Executive Committee shall meet as needed to discuss business operations of the corporation.
- E. At the Board's request, the Executive Committee shall bring recommendations to the Board for specific action or decisions needed related to the supervision, management, and control of the corporation.
- F. The Executive Committee shall supervise, evaluate, and direct the work of any other contractor, staff or appointed position retained or hired by the corporation, or work performed by members.
- G. The Executive Committee may act only under the authority of these Bylaws and the policies adopted by the Board. Any changes in policy derived by the Executive Committee must be approved by the Board.
- H. Non-elected, Board-appointed positions may not serve on the Executive Committee.

ARTICLE 5: MEMBER MEETINGS

Section 1. General.

- A. All meetings of the corporation's members, the Board, or any subcommittee shall be conducted in an open, fair, and inclusive manner so as to accomplish the corporation's purposes.

- B. Written notice of any meeting of the corporation, the Board, or any subcommittee may be provided electronically.
- C. The Board may conduct a meeting through the use of remote communication by which persons participating in the meeting may hear or read each other's comments, questions, or votes simultaneously during the meeting. Personal attendance at all meetings by members of the corporation is encouraged, but participation by remote communication shall constitute presence in person at a meeting. The President may establish reasonable rules as to conducting or attending a meeting by remote communication.
- D. At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with these Bylaws and as allowed by Montana law. The corporation may recognize a Member's board officers as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum in accordance with these Bylaws.

Section 2. Annual Meeting.

- A. The annual meeting of the corporation shall occur at a time, date, and location decided by the Board.
- B. The Secretary shall provide no less than fifteen (15) calendar days' notice with the draft agenda of the annual meeting to the full membership of the corporation.
- C. The purpose of the annual meeting is to review the purposes and responsibilities of the corporation, review the annual financial report, draft the next fiscal year budget, and conduct any other business identified in the meeting notice.
- D. A quorum for the transaction of business at the annual meeting shall consist of five (5) percent of the members of the nonprofit corporation present at the annual meeting in person or represented by proxy, and representation from at least a majority of the Board of Directors. However, unless 1/3 or more of the voting power is present, the only matters that may be voted on at the meeting are those described in the meeting notice.
- E. Unless otherwise provided for in these Bylaws, decisions at the annual meeting require a majority vote of the voting membership in attendance.

Section 3. Regular Members' Meetings.

There shall be no other regular meetings of members other than the annual meeting.

Section 4. Special Members' Meetings.

- A. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the president or by a majority of a quorum of the board of directors, or by the written request of five (5) percent or more of the voting power of the members.
- B. Written notice of a special members' meeting shall be given in the manner required by 35-2-527 and 35-2-530, MCA.
- C. For a special meeting of the full membership, five (5) percent of the full membership of the corporation constitutes a quorum for the conduct of business. Unless otherwise provided for in these Bylaws, decisions at a special meeting of the full membership requires a majority vote of the voting membership in attendance.

Section 5. Proxy for Members' Meetings.

Each member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or the member's duly authorized agent and filed with the secretary of the nonprofit corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution. Any such form of proxy or written ballot shall afford the opportunity to be acted upon, except that a candidate for election to the

board of directors need not to be named in a proxy or written ballot. The proxy or written ballot shall provide that, where the member specifies a choice, the vote shall be cast in accordance with that choice. The proxy shall also identify the person or persons authorized to exercise the proxy and the length of time it will be valid.

Section 6. Presumption of Notice.

A recitation in the minutes of any membership meeting that notice of such meeting had been properly given shall be prima facie evidence that such notice was given.

Section 7. Parliamentary Procedure.

Members' meetings shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the nonprofit corporation may adopt.

ARTICLE 6: BOARD MEETINGS

Section 1. Board Meetings.

- A. The Board shall regularly meet monthly. The time and date of regular meetings of the Board shall be set by the President, and are subject to change with five (5) days' notice, or a date agreed upon by a majority of the Board. Regular meetings shall be held in Helena, unless a different location is chosen by majority vote of the Board.
- B. Posting of the regular meeting schedule and any changes to that schedule on the organizational website shall constitute notice to membership.
- C. Regular Board meetings may be held by electronic teleconference or other electronically-aided means (teleconference), if convened in accordance with these bylaws.
- D. The Board may conduct any vote of the Board or the full voting membership by written ballot without a meeting in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The corporation may deliver a written ballot by electronic communication as long as a member gives consent. Consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.
- E. Upon a two-thirds (2/3) vote, a meeting of the Board or the Executive Committee may be closed for executive session with or without staff and other members during any meeting to discuss topics of a sensitive or private nature, including threatened or pending litigation, grievances from members, or disciplinary issues or proceedings. Upon closing an executive session, the President shall provide a summary of any action taken.

Section 2. Telephonic Board Meetings.

If authorized by the board of directors, the board of directors or any designated committee of the nonprofit corporation may participate in a board or committee meeting by means of a teleconference, provided all persons entitled to participate in the meeting have received proper notice of the meeting and are able to hear each other at the same time. A director participating in a teleconference meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the teleconference meeting. The secretary must provide instructions for participating in all teleconference meetings (whether regular or special).

Section 3. Quorum for Board Meetings.

A majority of the number of the voting directors shall constitute a quorum for the transaction of business

at any board of director meeting.

Section 4. Presence and Majority Rule at Board Meetings

The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.

Section 5. Conduct of Board Meetings.

The president, or in the president's absence, the vice-president, or in their absence, the secretary shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the nonprofit corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

Section 6. Unanimous Action Without a Meeting.

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors approve the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the nonprofit corporation. Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document. The Board shall ensure all such actions are filed with the minutes of the next regular Board meeting. *[Reference 35-2-428, MCA]*

Section 7. Special Meetings.

- A. Special meetings of the Board may be called by the President or a majority of the Executive Committee.
- B. Special meetings may be held via remote communication / teleconference, if convened in accordance with these bylaws.
- C. For a special meeting of the Board, a majority of the Board constitutes a quorum for the conduct of business. Unless otherwise provided for in these Bylaws, decisions at a special Board meeting require a majority vote of the Board.

Section 8. Notice for Special Board Meetings.

The nonprofit corporation's secretary shall give either verbal or written notice of any special director meeting at least two (2) days before the meeting. The notice shall include the meeting place, day and hour. If teleconferenced, the secretary shall satisfy the special requirements for holding such meetings. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of the following:

- Five days after deposited in regular US mail, addressed to the director's business office, with postage prepaid;
- The date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or,
- The date when received via email.

Section 9. Waiver of Notice for Special Board Meetings.

Any director may waive notice of any meeting in writing (if signed and filed with the minutes or corporate records) or by attendance (unless the director, at the beginning of the meeting or promptly

upon arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting).

Section 10. Subcommittee Meetings.

- A. The board of directors may create one or more committees.
- B. Subcommittee meetings shall be held at times and places decided by the majority of each subcommittee with at least three (3) days' notice to the subcommittee members.
- C. Subcommittee meetings may be held electronically.
- D. The Secretary or his or her designee shall keep minutes of each subcommittee meeting and provide such minutes to the Board. If the Secretary is not part of the subcommittee, the subcommittee shall assign a member of the subcommittee to fulfill the Secretary responsibilities for the subcommittee meetings.
- E. Each subcommittee shall report to the Board at monthly meetings or as needed.
- F. A majority of the subcommittee constitutes a quorum for the conduct of business at any subcommittee meeting. Subcommittees may make recommendations to the Board by majority vote of the subcommittee.

ARTICLE 7: DISSOLUTION, INDEMNIFICATION AND MERGER

The corporation may be dissolved in accordance with Title 35, Chapter 2, Part 7, of the Montana Code Annotated. Upon the dissolution of the organization any payment of liabilities, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The secretary of the nonprofit corporation may notify the attorney general of the State of Montana when dissolution, indemnification, merger, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

Section 1. Dissolution.

In the event of dissolution, the secretary shall give the Attorney General written notice that the nonprofit corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution. The nonprofit corporation may not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier. When the nonprofit corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the nonprofit corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

Section 2. Indemnification.

The secretary of the nonprofit corporation must give the Attorney General written notice of its proposed

indemnification of a director. The nonprofit corporation may not indemnify a director until 20 days after the effective date of the written notice.

Section 3. Merger.

The secretary of the nonprofit corporation must give the Attorney General written notice of a proposed merger of the nonprofit corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

ARTICLE 8: INDEMNIFICATION AND INSURANCE

To the full extent permitted by Title 35, Chapter 2 of the Montana Code Annotated, the Corporation shall indemnify all persons whom a corporation may indemnify.

Section 1. Directors Acting in Good Faith and Payment is Authorized.

If a person is sued in his capacity as a director, he shall be indemnified against liability, but only if a determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director acted in good faith and reasonably believed:

“while acting in an official capacity with the nonprofit corporation, that his conduct was in the nonprofit corporation’s best interests; in all other cases, that his conduct was at least not opposed to the nonprofit corporation’s best interests; and in the case of any criminal proceeding, that he had no reasonable cause to believe that the conduct was unlawful, and, payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the nonprofit corporation has the financial ability to make the payment, and the financial resources of the nonprofit corporation should be devoted to this use rather than some other use by the nonprofit corporation.”

Section 2. Effect of Other Court Proceedings.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the required standard of conduct.

Section 3. Indemnification Prohibited in Certain Circumstances.

The nonprofit corporation may not indemnify a director, if:

“the director was adjudged liable to the nonprofit corporation in a proceeding by or in the right of the nonprofit corporation; or the director was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the individual acted in an official capacity.”

Section 4. Indemnification Limited.

Indemnification in connection with a proceeding by the nonprofit corporation or in the right of the nonprofit corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 5. Advance Expenses for Directors.

The board of directors may cause the nonprofit corporation to pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a director who is a party to a

proceeding, the reasonable expenses incurred by a director who is a party to a proceeding if, by following the procedures of the Montana Nonprofit Corporation Act, the board of directors determined that the director met the following requirements and the board of directors authorized an advance payment to a director.

A. Good Faith

The director has furnished the nonprofit corporation with a written affirmation of his own good faith believe; and

B. Guarantee

The director has provided the nonprofit corporation with a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not act reasonably and in good faith; the director's undertaking must be an unlimited general obligation, but need not be secured, and the nonprofit corporation may accept the undertaking without reference to financial ability to make repayment.

C. Indemnification of Officers, Agents and Employees

The board of directors may choose to indemnify and advance expenses to any officer, employee, or agent of the nonprofit corporation applying the same standards applicable to corporate directors.

D. Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the nonprofit corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the nonprofit corporation, against expenses incurred by the director or officer in connection with the proceeding.

Section 6. Insurance.

The Corporation shall purchase and maintain Directors & Officers (D&O) liability insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of these Bylaws.

ARTICLE 9:

LIMITATIONS AND RESTRICTIONS ON CERTAIN TRANSACTIONS

This part describes special limitations and restrictions regarding certain transactions.

Section 1. Authority to Sign Checks & Legal Documents.

Unless otherwise authorized by the board of directors, the President shall sign all contracts, stock certificates, bonds, drafts, notes, and other legal instruments on behalf of the corporation. The Treasurer may not simultaneously hold the authority to both reconcile bank transactions and sign checks. If the Treasurer is the authority for accounting and reconciliation of the organization's funds, only the President

or Vice President may sign checks or issue digital payments. If the accounting and reconciliation responsibilities are performed by a third party, only the Treasurer or President shall sign all checks or issue digital payments of any amount.

Section 2. Loans.

Unless otherwise authorized in writing by the board of directors, the nonprofit corporation may not allow anyone to contract on behalf of the corporation on credit or issue evidence of the nonprofit corporation's indebtedness. The authorization may be general or specific.

Section 3. Deposits.

The nonprofit corporation shall deposit all funds of the nonprofit corporation that are not being used, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

Section 4. Voting of Securities.

Subject to the specific directions of the board of directors, any shares or other securities issued by another corporation and owned or controlled by this nonprofit corporation may be voted at any meeting of security holders of the other corporation by the president of this nonprofit corporation who may be present. Whenever, in the judgment of the president, or in the president's absence, the vice-president, it is desirable for this nonprofit corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this nonprofit corporation, the president or vice-president of this nonprofit corporation, acting in the name of this nonprofit corporation, shall execute the proxy or written consent. The president to vice-president, will not need the authorization of the board to take this action. Nor will the president or vice president need to affix a corporate seal, countersignature or attestation by another officer. Any person or personas designated in this subsection as the proxy or proxies of this nonprofit corporation shall be the full right, power, and authority to vote the shares or other securities issued by the other corporation and owned by this nonprofit corporation the same as the shares or other securities might be voted by this nonprofit corporation.

ARTICLE 10: PROHIBITED TRANSACTIONS

Section 1. No Sharing in Corporation Earnings.

No member, director, officer, employee, committee members, or person connected with the nonprofit corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the nonprofit corporation; provided that this may not prevent the nonprofit corporation's payment to any person of reasonable compensation for services rendered to or for the nonprofit corporation in effecting any of its purposes as determined by the board of directors.

Section 2. No Self-Serving Distributions.

The nonprofit corporation may not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the nonprofit corporation shall be distributed to any member of the nonprofit corporation without full consideration. The nonprofit corporation is prohibited from lending money or guaranteeing any obligation of a member, director or officer of the nonprofit corporation. No member of the nonprofit corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the nonprofit corporation. The nonprofit corporation may contract in due course, for reasonable consideration, with its members, directors, trustees, and officers without

violating this provision. Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the nonprofit corporation; provided that this may not prevent the nonprofit.

Section 3. No Self-Serving Distributions on Dissolution.

No member, director, or officer of the nonprofit corporation shall be entitled to share in the distribution of any of the nonprofit corporation's assets upon the dissolution, except in the capacity as a creditor. All members and directors are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the nonprofit corporation, whether voluntary or involuntary, the assets of the nonprofit corporation, after all debts have been satisfied, then remaining in the hands of the directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the directors may designate, that are qualified as tax exempt under the Internal Revenue Code of 1986 §501(c)(4), and as it may later be amended.

Section 4. No Self-Serving Transactions With Related Parties.

Neither the nonprofit corporation, nor its directors, nor its officers have any power to cause the nonprofit corporation to do any of the following with any related parties:

Make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

Sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

Related parties means any person who has made substantial contribution to the nonprofit corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Section 5. Transactions Jeopardizing Tax Exempt Status.

Notwithstanding any other provisions of these bylaws, no member, director, officer, employee or representative of this nonprofit corporation shall take any action or carry on any activity by or on behalf of the nonprofit corporation, which would jeopardize or threaten its tax exempt status.

Section 6. Purchase of Memberships.

The nonprofit corporation may not purchase any of its memberships or any right arising from membership.

Section 7. Corporate Funds Used for Indemnification.

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized in these bylaws.

ARTICLE 11: EMERGENCY BYLAWS

Emergency Bylaws shall be effective during an emergency, which is when a quorum of the nonprofit corporation's directors cannot be readily assembled because of some catastrophic event.

Section 1. How Initiated.

During an emergency, a member of the Executive Committee may call a meeting of the board. Notice of the emergency meeting need be given only to those directors and officers whom it is practicable to

reach, and may be given in any practical manner, including by publication and radio. The notice shall be given at least six (6) hours prior to commencement of the meeting.

Section 2. Temporary Directors and Quorum.

During an emergency, one or more officers of the nonprofit corporation present at the emergency board meeting shall be considered to be temporary director(s) for the meeting. The number of officers needed shall equal the number of directors necessary to constitute a quorum. The officers shall serve in the order of rank, and within the same rank, in order of seniority. In the event that less than a quorum of the directors is present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

Section 3. Actions Permitted to be Taken.

Subject to the above-described notice and quorum requirements, the board may:

A. Officer's Powers

Prescribe emergency powers to any officer of the nonprofit corporation;

B. Delegation of any Power

Delegate to any officer or director any of the powers of directors;

C. Lines of Succession

Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;

D. Relocate Principal Place of Business

Relocate principal place of business or designate successive or simultaneous principal places of business;

E. All Other Action

Take any other action, convenient, helpful, or necessary to carry on the business of the nonprofit corporation.

ARTICLE 12: AMENDMENTS TO BYLAWS

Section 1. Modifications and Amendments.

In accordance with state statute, these bylaws may change or otherwise define:

The number of directors and officers (so long as not less than three)

The terms of the directors and officers

The types of directors and officers

The qualifications of directors and officers

Section 2. Statutory Procedure.

These Bylaws shall be reviewed at least annually by the Board members. These Bylaws may be amended by the Board or the voting membership in attendance at the annual meeting or a special meeting or electronic vote designated for that purpose with full notice of any revisions or amendments provided, as follows:

35-2-217. Bylaws.

- (1) The board of directors of a corporation shall adopt bylaws for the corporation.
- (2) The bylaws may contain any provision for regulating and managing the affairs of the corporation is consistent with law.

35-2-230. Amendment by directors and members.

- (1) Unless this chapter, the bylaws, the members acting pursuant to subsection (2), or the board of directors acting pursuant to subsection (3) require a greater vote or voting by class to be adopted, an amendment to a corporation's bylaws must be approved:
 - (a) by the board if the corporation is a public benefit corporation or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;
 - (b) by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; or
 - (c) in writing by any person or persons whose approval is required by a provision of the articles, as authorized by 35-2-232, MCA.
- (2) The members may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis.
- (3) If the board initiates an amendment to the bylaws or if board approval is required by subsection (1)(a) to adopt an amendment to the bylaws, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.
- (4) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with 35-2-530, MCA. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.
- (5) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the amendment.

Section 3. Procedure for Amendments at Meetings.

If any amendment to the bylaws is to be approved at any board and members' meeting, the board and members' shall be given proper written notice of the meeting and its purpose, including a copy or summary of the amendment.


Section 4. Procedure for Amendments by Consent.

Alternatively, if any amendment to the bylaws is to be approved by written consent or by written ballot, the written solicitation for approval must be included with the amendment.

CERTIFICATE OF ADOPTION OF BYLAWS


The undersigned hereby certify that the above Bylaws of the Helena Area Youth Hockey Association (HAYHA) were duly adopted by vote of the members and certified by the Board of Directors on April 21, 2026 and now constitute the full, true, and correct amended Bylaws of this nonprofit corporation.

HAYHA Secretary: SCOTT FANNING

Signature: 

Date: APRIL 27, 2026

HAYHA President: CHAD SENECHAL

Signature: 

Date: APRIL 27, 2026

Initially adopted, January 25, 2009
Amended November 2018
Amended July 2019
Amended May 2023
Amended April 2026