



CHEYENNE CAPITALS YOUTH HOCKEY ASSOCIATION

CHEYENNE CAPITALS YOUTH HOCKEY ASSOCIATION (CCYHA) AMENDED AND RESTATED BYLAWS AND CONSTITUTION

ARTICLE I

Name and Address

The name of this Association shall be the CHEYENNE CAPITALS YOUTH HOCKEY ASSOCIATION and may be referred to as "CCYHA", the "organization" or the "Association". The registered address of the Association shall be P.O. Box 20975, Cheyenne, WY 82003 or such other place within Laramie County, Wyoming, as the Board of Directors may determine from time-to-time.

ARTICLE II Purpose

CCYHA is a non-profit organization operating youth hockey programs for the benefit of people in the greater metropolitan area. The purposes of the Association are:

- 1) To develop character, sportsmanship, and physical fitness among the youth of the metropolitan area;
 - 2) To promote, encourage, and improve the standard of amateur ice hockey;
 - 3) To associate with other ice hockey associations;
 - 4) To conduct an amateur hockey program consistent with the rules and regulations of Wyoming Amateur Hockey Association (WAHA), Colorado Recreational Hockey League (CRHL) and USA Hockey, Inc; and
 - 5) To perform or participate in other activities that will aid in reaching these objectives.
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ARTICLE III

Non-Profit - Tax Exempt Status

- A) The Organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the previous paragraph. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C) Notwithstanding any other provision of these articles, the Organization shall not carry on any

other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- D) Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Organization.
- E) Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE IV

Membership

- A) One parent or legal guardian who presently has, or within the past 24 months has had, a child registered to play hockey for a team that is a recognized team of CCYHA, and who is in good financial standing, is a member of this non-profit Organization. Any non-parent coach who is, or has been within the past 24 months, rostered for a team that is a recognized team of CCYHA and who is in good financial standing, is a member of this non-profit Association.
- B) Each member is entitled to cast a vote for each player in that member's family who is presently registered, or has been within the past 24 months registered, to play hockey for a team that is a recognized team of the Association, and who is in good financial standing. A non-parent coach that qualifies as a member in this Article IV, subsection "A" above shall be entitled to one vote. In order for a parent or legal guardian member to cast a vote, he or she must meet the qualifications as defined in Article IV, subsection A above and have been designated as the "voting member" on such qualified player's last registration form filed with the Association or designated as the voting member most recently designated in writing to the Association. In the event any parent "voting member" is unable to cast his or her vote, he or she may assign such right, by a written assignment, to any other parent or guardian of such player.
- C) As a condition of membership, members shall be required to assist with such CCYHA's fundraising operations authorized by the State of Wyoming, to include but not be limited to raffles, wreath sales, as the Board may require.
- D) Any member's failure to pay any fee or other sum of money as determined to be due by the Board of Directors or failure to participate in any CCYHA required fundraising operations shall suspend the membership of a member, including all voting rights and privileges, and shall also suspend the opportunity of such member's child to participate in practices or games. Membership, including all voting rights and privileges, and participation in practices and games

by the member's child, shall be reinstated upon fulfillment of the member's financial obligations and any other criteria imposed as part of the suspension by the Board of Directors.

- E) A member may be suspended or expelled, after due notice and an opportunity for a hearing, for conduct detrimental to the Association, by the vote of two thirds of the Board of Directors. The Secretary shall provide at least ten (10) days notice to such member and to the members of the Board prior to the meeting at which such matter is to be considered. Such member shall be offered an opportunity to be heard at such meeting and to present testimony and other evidence in response to the charge or charges against him/her prior to any final disposition by the Board.

ARTICLE V

Membership Meeting

- A) The Annual Meeting of the members of the Association for the election of officers and directors of the Association and the transaction of such business as may properly come before the meeting shall be held in April or May of each year at a place and time determined by the Board of Directors.
- B) Special Meetings of the members of the Association for any purpose may be called at any time by the President or two-thirds of the Board of Directors. Such meetings may be held electronically, at the discretion of the Board.
- C) Notice of the date, place and time of the Annual Meeting, and, in the case of a Special Meeting, the general nature of the business to be transacted, shall be given or caused to be given by the Secretary to each member household by electronic mail (commonly known as "e-mail") at least thirty (30) days prior to such meeting. If a proposed amendment to these Bylaws is to be determined at such meeting, such proposed amendment shall be included with such notice or otherwise be made available to the members on the Association's internet web site. Such notice shall be given in writing via e-mail unless the President or a majority of the Board of Directors shall otherwise direct.
- D) The members present at the Annual Meeting or Special Meeting shall constitute a quorum. Except as otherwise provided by these Bylaws, all elections and all issues voted upon at the Annual Meeting or Special Meeting shall be decided by a simple majority of votes cast.
- E) The rules contained in the current edition of Robert's Rules of Order, as Revised, shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these Bylaws and any special rules of order the Association may adopt.

ARTICLE VI

Board of Directors

- A) Composition. The number of Directors shall be up to twelve (12) to be elected from the membership of the Association. All Directors shall also serve as Officers of the Association and shall be elected as such. In the event a full slate of Directors is not elected by the membership, or in the event vacancies are created by resignation or otherwise, the Board of

Directors may nominate and elect additional Directors to fill such vacancies for the remaining term of such vacant office. Directors shall cease to be qualified to occupy a position on the CCYHA Board of Directors if such Director has registered his/her child or ward in a program with another hockey organization where such program is competing with the programs offered by CCHYA. Each Board Member shall be elected to serve for a term of two (2) years and their election shall be held during the Annual Meeting. Board positions shall be filled on alternating odd and even years, as indicated below, (except when new Bylaws are ratified as stipulated herein) with the intention that no more than six (6) Board Members will hopefully be replaced in any one year. Board Members shall not have term restrictions for any one position or to serve on the Board in general.

- B) Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- C) Meetings. Meetings of the Board of Directors shall be held monthly and may be called by the President or, on request of any three Directors, shall be called by the Secretary. Notice of the date, place and time of such meetings shall be given, or cause to be given, to each Director, by the Secretary or the President. Such notice need not be in writing unless the President, or three Directors calling the meeting, shall otherwise direct. Notice will be 10 days prior to meeting and include expected agenda that is to be discussed. Meetings of the Board of Directors may be held by conference call or other electronic means.
- D) Election of Directors.
- (1) The Secretary shall, at least thirty (30) days prior to the Annual Membership Meeting by e-mail and publication on the Association's internet web site, invite the membership to submit nominations for Directors to be elected at such meeting. The name of any nominees shall be submitted to the Secretary not less than fifteen days before the date of the scheduled Annual Meeting as provided on the Notice of Annual Membership Meeting.
 - (2) All nominations for Directors must meet minimum requirements for the position being sought pursuant to the Job Descriptions for each position as set, and amended from time to time, by these Bylaws and the Board of Directors.
 - (3) During the Annual Membership Meeting or any Special Membership Meeting, no election materials shall be distributed within the election facility of such meeting by a candidate or proponent of a corporate document change. The candidate receiving the greatest number of votes shall be elected to the position on the Board for which such election is held. In the event of proposed changes to the corporate documents of the Association, changes may be acted upon as a whole, unless a specific item is called for discussion by a Board Member or there is a motion from a qualified voting member of the Membership at such meeting requesting a separate vote on any one item. (Any items called up for separate consideration shall be acted upon following the vote on the other Amendments as a whole.)
 - (4) In the case of a candidate election, the candidate receiving the greatest number of votes shall be elected in the case of a candidate to the position on the Board for which such election is held. In the case of a corporate document change ballot proposal, should the proposal receive more votes for the proposal than against, the proposal shall be deemed approved by the Membership and shall take effect immediately upon close of the election unless the proposal otherwise

dictated.

E) Powers of Board.

(1) During the intervals between the meetings of the members of the Association, the Board of Directors shall have, and may exercise, all of the powers of the Association in the management of the business and affairs of the Association in such manner as the Board may deem as being in the best interests of the Association and the youth hockey community. Without limiting the generality of the foregoing, the Board shall have the power to fill vacancies in any office in the Association. The Board of Directors shall, among other things, be responsible for the overall Association program, the job descriptions, and the policies and procedures of the Association.

(2) The Association may retain independent contractors, vendors, consultants, coaches and/or employees to conduct the business of the Association and all Association business not handled by the Directors, Officers, and/or volunteers. All control over the activities relating to the terms of agreements with independent contractors, vendors, consultants, coaches and/or employees shall be retained by the Board of Directors as a whole and shall not be granted to any particular member of the Board or to any officer of the Association. Annually, the Board of Directors may review and approve limited stipends or reimbursements to volunteers.

F) Removal of Board Member.

(1) Any member of the Board of Directors who has failed to attend at least one-half of the regularly scheduled Board meetings, or misses more than 3 consecutive Board meetings, shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice, and the Board shall provide the Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A majority vote of the Board of Directors (excluding the offending Director) shall be required for removal of a Director under this section.

(2) Any member of the Board of Directors who, in the opinion of the Board of Directors, has failed to adequately fulfill the duties of his or her position shall be subject to removal from the Board. Removal shall take place only after the Secretary has provided such Director with due notice and the Board shall provide such Director with an opportunity for a hearing at a regularly scheduled or special Board meeting prior to disposition of the matter. A 2/3 vote of the Board of Directors present at such meeting (excluding the offending Director) shall be required for removal of a Director under this subsection.

G) Committees. The Board shall have the authority to appoint committees, committee chairmen, delegates, representatives or other person or persons as they may deem necessary to serve any purpose as needed. Any appointed position or committee must be renewed by the Board on an annual basis.

H) Appointed Positions.

(1) The Board of Directors shall appoint an individual (who may or may not be a member of the Association) to serve as Coach-in-Chief of the organization. The individual appointed as Coach-in-Chief must currently hold and maintain a valid coaching certification as approved by USA Hockey. The Coach-in-Chief shall perform such duties as directed and delegated by the Board, which may include: (1) selecting and overseeing all Association coaches, (2) ensuring that all coaches are properly certified to the appropriate level as determined by WAHA, CRHL, USA Hockey or the Association, (3) review coaching progress of each team to determine whether it

is appropriate for that level and that it is meeting the goals of the Association, and (4) organizing and coordinating such skills clinics that will benefit the Association and its Members. The Coach-in-Chief shall be an ex officio member of the Board and shall advocate for all Association coaches before the Board and at meetings.

(2) The Board of Directors may also appoint other individuals (who may or may not be members) to serve other positions within the organization. Any appointed position shall serve at the pleasure of the Board of Directors.

I) Director Positions. The Board of Directors shall consist of twelve (12) members of the Association who shall serve in specific positions. The President, Vice President, Secretary and Treasurer shall be considered the Chief Executive Officers of the Association. The level of seniority, a brief description of each position and their designated election cycle is as follows:

(1) President. The President shall be the Chief Executive Officer of the Association and shall preside over all meetings of the Board and the Association. The position shall have the general power and duties of supervision and management as may be reasonably construed or belong to the Chief Executive of any organization. The position shall ensure that the bylaws, rules, regulations, policies and procedures of the Association are adhered to by all participants within the hockey program. The position shall also ensure that all books, records, reports and certificates are filed and maintained in a prudent manner. The President, then sitting, shall give a report to the Membership at the Annual Meeting and the Pre-Season Meeting. The report shall include a review of financial issues, goals, expectations and plans for the season ending and the season just beginning. The President shall be elected in EVEN years.

(2) Vice President. The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the Association, with all of the rights, privileges, powers and responsibilities as if he had been duly elected President. In addition, the Vice President shall be the Board Member responsible for coordinating, organizing and initiating any and all background or security searches on any elected or appointed member of the Association, as may be directed by the Board. The Vice President shall coordinate with Team Managers and perform such other duties as may be delegated by the Board. The Vice President shall be elected in ODD Years.

(3) Secretary. The Secretary shall attend to all correspondence of the Association and shall exercise all duties incident to those that may belong to the Secretary of any organization, including but not limited to, being the official custodian of the records of the Association, attend to the filing of any reports or certificates as may be required by any Federal, State or local statute, keeping an accurate record of the Membership and their current addresses, attending and keeping accurate minutes of all Board and Association Meetings, and properly calling meetings and notifying the Membership as directed in Article V herein. The Secretary shall perform such other duties as may be delegated to by the Board. The Secretary shall be elected in EVEN years.

(4) Treasurer. The Treasurer shall be the Chief Financial Officer of the Association and will work with CCYHA's accountant to accomplish the duties herein. If CCHYA does not have an accountant, he/she will assume these duties. He shall have the care and custody

of all the funds of the Association and shall exercise all of the duties incident to the Treasurer of any organization, including but not limited to, collecting all dues and other income, paying all debts and invoices as directed, manage all financial records and bank accounts and filing all Association income tax forms as applicable. The Treasurer shall provide the Board with a financial report on a monthly basis, shall assist the President with the financial portion of the President's report to the Membership and shall play an integral part in the preparation of the Annual Budget of the Association. The Treasurer shall have signatory authority on all money accounts and shall sign all checks of the Association. The Board of Directors may require the Treasurer to be bonded by the Association. The Treasurer shall perform such other duties as may be delegated by the Board. The Treasurer shall be elected in ODD years.

- (5) Registrar. The Registrar shall have the responsibility for recording and confirming the registration of all Members, players and coaches in the Association, including obtaining all required (copies as applicable) medical insurance forms, birth certificates, codes of conduct, waivers, releases, CRHL, WAHA or USA Hockey, Inc. registrations, or any other forms as required by the Association to participate in the hockey program. The Registrar shall assist or direct Members in obtaining proper registration with WAHA, CRHL and USA Hockey, Inc. The Registrar, in conjunction with the Secretary, shall maintain an active Player Member list, and ensure that all the guidelines and requirements of WAHA, CRHL and USA Hockey, Inc. are met by the Members and the Association. In addition, the Registrar shall file all reports as required under our affiliation with WAHA, CRHL and USA Hockey, Inc. The Registrar shall act as the Board representative and liaison with all team managers to ensure that all procedures, policies, rules, reports and requirements are met throughout the hockey season. The Registrar shall have the responsibility for planning, organizing and announcing the registration period for all individuals interested in participation in the Association's hockey program for the forthcoming year. The Registrar shall perform such other duties as may be delegated to by the Board. The Registrar shall be elected in EVEN years.
- (6) Scheduler (Even year). The Scheduler shall be responsible for managing the master ice schedule for both practice ice and game ice for all teams involved in the Association. The Scheduler shall be responsible for the contact and scheduling with the established referee association that provides officiating at all of the Association home games. In addition, the Scheduler shall be the primary liaison between the Association and the Association's home ice facility for ice scheduling (coordinating game cancellations, ice reservations, game or practice rescheduling). The Scheduler shall perform such other duties as may be delegated by the Board. The Scheduler is also responsible for maintaining CCYHA's schedule and game time via an approved on-line program designated by CRHL and WAHA. Duties include but are not limited to: inputting game times into the database. The Scheduler shall be elected in EVEN years.
- (7) Scheduler (Odd year). The Scheduler shall be responsible for managing the master ice schedule for both practice ice and game ice for all teams involved in the Association. The Scheduler shall be responsible for the contact and scheduling with the established referee association that provides officiating at all of the Association home games. In addition, the Scheduler shall be the primary liaison between the Association and the Association's home ice facility for ice scheduling (coordinating game cancellations, ice reservations, game or practice rescheduling). The Scheduler shall perform such other duties as may be delegated by the Board. The Scheduler is also responsible for maintaining CCYHA's

schedule and game time via an approved on-line program designated by CRHL and WAHA. Duties include but are not limited to: inputting game times into the database. The Scheduler shall be elected in ODD years.

- (8) At Large Board Member One. The At Large Board Member One shall hold his position to serve the best interests of the Association by utilizing a specific skill, education or experience that the Member shall have or by performing such other duties as may be delegated by the Board. At Large Member One will also be the CCYHA's SafeSport Coordinator. SafeSport Coordinator will ensure CCYHA is functioning in accordance with USA Hockey Inc. The At Large Board Member One shall be elected in ODD years.
- (9) At Large Board Member Two. The At Large Board Member Two shall hold his position to serve the best interests of the Association by utilizing a specific skill, education or experience that the Member shall have or by performing such other duties as may be delegated to by the Board. At Large Board Member Two will also serve as the Equipment Manager. The Equipment Manager will manage the Clubs Jerseys for 12U, 10U, 8U and Girls teams; coordinate orders for 18U and 14U jersey orders, manage goalie equipment checkouts, manage rental gear checkouts, and other necessary player equipment items as necessary. The At Large Board Member Two shall be elected in EVEN years.
- (10) At Large Board Member Three. The At Large Board Member Three shall hold his position to serve the best interests of the Association by utilizing a specific skill, education or experience that the Member shall have or by performing such other duties as may be delegated by the Board. The At Large Board Member Three will also serve as CCYHA's Co-Fundraising Coordinator. The Co-Fundraising Coordinator will also serve to advertise and market the Club through local media, the Club's website and social media opportunities. The Co-Fundraising Coordinator will also pursue fundraising opportunities through rink advertisements, wreath sales, and other fundraising opportunities as presented. The At Large Board Member Three shall be elected in ODD years.
- (11) At Large Board Member Four. The At Large Board Member Four shall hold his position to serve the best interests of the Association by utilizing a specific skill, education or experience that the Member shall have or by performing such other duties as may be delegated by the Board. The At Large Board Member Four will also serve as CCYHA's Disciplinary Chair. The Disciplinary Chair will oversee disciplinary actions and represent the board in accordance with CCYHA's by laws, Code of Conduct, USA Hockey Inc and WAHA rules and regulation. The At Large Board Member four shall be elected in EVEN years.
- (12) At Large Board Member Five. The At Large Board Member Five shall hold his position to serve the best interests of the Association by utilizing a specific skill, education or experience that the Member shall have or by performing such other duties as may be delegated by the Board. The At Large Board Member Five will also serve as CCYHA's Co-Fundraising Coordinator. The Co-Fundraising Coordinator will also serve to advertise and market the Club through local media, the Club's website and social media opportunities. The Co-Fundraising Coordinator will also pursue fundraising

opportunities through rink advertisements, wreath sales, and other fundraising opportunities as presented. The At Large Board Member Five shall first be elected for a one-year term for the 2025-2026 season and subsequently be elected in EVEN years.

ARTICLE VII

Indemnification

- A) Every director, officer or agent of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed against them in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer, or agent of the Association, whether or not he/she is a Director, Officer or agent at the time such expenses are incurred, except in any case wherein the Director, Officer or agent is adjudged guilty of willful misfeasance, malfeasance, or fraud in the performance of his duties
 - B) In the event of a settlement, the indemnification provided herein shall apply only when the Board of Directors approves such settlement as being in the best interests of the Association.
 - C) Any indemnification by the Association shall be allowed only to the extent permissible under applicable law
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ARTICLE VIII

Fiscal Year

- A) The Fiscal Year of the Association shall begin on June 1st and end on May 31st the following year.
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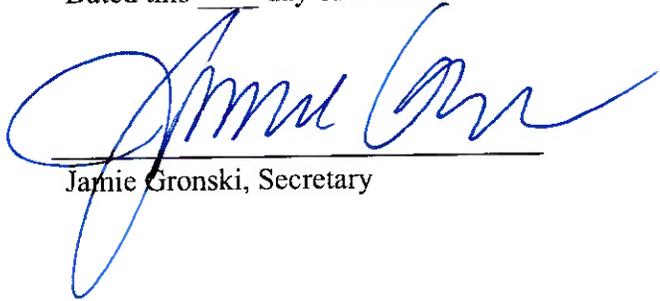
ARTICLE IX Amendments to Bylaws

- A) These Bylaws may only be amended at the Annual Meeting of the membership or at a Special Meeting of the membership called for the purpose of determining such amendment(s). In order for any such amendment to pass, at least 2/3 of the ballots cast must favor such amendment

ADOPTION OF AMENDED AND RESTATED BYLAWS AND CONSTITUTION

I, the undersigned, Secretary of the Cheyenne Capitals Youth Hockey Association certifies that the Amended and Restated Bylaws and Constitution were adopted by at least 2/3 of the members casting a ballot at a special meeting of members held on March 18, 2025.

Dated this ____ day of March 2025



Jamie Gronski, Secretary