



Aberdeen Amateur Hockey Association

By-Laws

Adopted by AHA Board of Directors on 03/18/2025



Aberdeen Amateur Hockey Association By-Laws

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BY-LAWS OF THE ABERDEEN AMATEUR HOCKEY ASSOCIATION

Article I

Name and Location

Section 1.01 **Name.** The name of the Aberdeen Amateur Hockey Association shall be referred hereinafter as the "Association".

Section 1.02 **Principal Office.** The principal place of business of the Association is located at 400 24th Ave NW in Aberdeen, South Dakota. The Association may also have other offices within the South Dakota as the Board of Directors ("Board") may from time to time determine or the business of the Association may require.

Section 1.03 **Organization.** The Aberdeen Hockey Association is a 501(c)(3) nonprofit organization.

Section 1.04 **Affiliation.** The Association is an affiliate of South Dakota Amateur Hockey and USA Hockey.

Article II

Purpose

Section 2.01 **Purpose.** The purpose of the Association is to provide an amateur hockey program that is dedicated to promoting the sport of hockey in the community, to educate young people regarding the values of team sports, to encourage participation in the sport of ice hockey, and to secure optimum facilities for the playing of the game.

Article III

Membership

Section 3.01 **Members.** The parents or legal guardians of each registered player, in good standing, participating in youth hockey during the current year provided by the Association will represent the Membership of the Association.

Section 3.02 **Member Removal.** Any Member may voluntarily remove itself from the Association or any Member's rights may be terminated by the Board subject to the rules and guidelines provided by USA Hockey. Members whose activities or conduct damage the interests of the Aberdeen Amateur Hockey Association, or which attempt to circumvent a decision rendered by it, shall be subject to disciplinary action by the association. The association shall have the power to discharge a member or take such disciplinary action as deemed appropriate. A motion for removal of a member or disciplinary action shall require two-thirds majority vote of the AHA Board of Directors. No action to remove a member shall be taken unless the meeting notice of the AHA Board of Directors has specified that such action is to be considered. A statement of the proposed removal must be sent to the member at least 7 days prior to said meeting through registered, certified, or electronic mail. The notice must include the time and place of said meeting. The member shall be given the opportunity to make a presentation at this meeting. The



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Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors to SDAHA in accordance with SDAHA Bylaws and procedures then in effect.

Section 3.03 **Member Fees.** All facility usage fees, or other contributions are non-refundable and remain the property of the Associations. All facility usage fees, or other contributions are established by the Board. Section 3.04 **Member Voting Rights:** Members are entitled to one (1) vote for each registered player in good standing. (Example: Father and Mother have two children in good standing, Child A and Child B. Father and Mother, as Members, are entitled to a combined total of two (2) votes at the time of a vote.)

Article IV Membership Meetings

Section 4.01 **Annual Meeting.** The annual meeting of the Members of the Association shall be held at a time and place to be fixed by the Board of Directors ("Board") or may be specified in a notice of meeting. The business to be conducted at the Annual Meeting shall include:

- a. The receiving of the annual reports from the Officers and/or Committees established by the Board.
- b. Annual publication of the By-Laws of the Association
- c. Any other business appropriate for action by the members

Section 4.02 **Special Meeting.** Special meetings of the Association may be held at any time upon the call of the President, as determined by the majority of the Board, or of at least thirty-three percent (33%) of the Members of the Association, in each case at such time and place as is specified in the notice then provided.

- a. Twenty-five percent (25%) of the membership of the Association present in person or through proxy shall constitute a quorum at the special meeting.

Section 4.03 **Notice of Meetings.** Notice of the place, date, and hour of any meeting shall be provided to each Member not less than seven (7) days nor more than ninety (90) days before the date of such meeting. Notice of any meeting other than the annual meeting must indicate the person or persons calling the meeting and the purpose for which the meeting is called.

Section 4.04 **Member Voting.** Except as otherwise provided by statute or these By-Laws, the vote of the majority of the Members present at the time of a vote, if quorum is present, will be the act of the Members. Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member or the Member's authorized agent, or by e-mail if it can be determined that the proxy was authorized by such Member.



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Article V Officers

Section 5.01 Officers. The Association's Officers shall consist of five (5) individuals, consisting of the President, Vice President, Past President, Secretary, and Treasurer, and be considered the Executive Board.

- a. The term of the officers shall be three (3) years, and they may be elected to serve additional terms.
- b. Officers of the Association will be elected by the Board from the Board Membership or the general public.
- c. Time served on the Board shall not count towards the three (3) year term for the officer position.

Section 5.02 Officer Duties. The duties of the officers are as follows:

President

The President will act as the Chief Executive Officer of the Association and will preside at all meetings of the Executive Board, Board of Directors, and the members. He or she will have the general powers and duties of supervision and management of the Association that pertain to his or her office and will keep the Board fully informed of all activities of the Association. The President will perform all other such duties as properly required of him or her by the Board. He or she has the power to sign and execute in the name of the Association all contracts authorized either generally or specifically by the Board unless the Board specifically requires additional authority. The President will actively lead the Executive Board and the Board of Directors. The President will have voting rights on matters only in the case of a tie of the voting Board of Directors.

Vice President

The Vice President may be designated by such title as the Board determines. The Vice President shall in the absence or disability of the President perform the duties and exercise the power of the President. The Vice President also has such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board or the President. The Vice President will actively serve on the Executive Board as well as a voting member of the Board of Directors.

Secretary

The Secretary will record and keep the minutes of all meetings of the Board and the Members in books kept for that purpose. He or she will see that notices and reports are given and served as required by these By-Laws. He or she will affix the corporate seal to and sign such instruments as pertain to his or her office or as properly required of him or her by the Board. The Secretary will actively serve on the Executive Board as well as a voting member of the Board of Directors.



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Treasurer

The Treasurer will have the care and custody of all the funds and securities of the Association, maintain full and accurate accounts of all monies received and paid by him or her on account of the Association, cause the annual tax return of the Association to be prepared by a certified public accountant, and deposit and oversee the depositing of funds of the Association in more or more banks selected by the Board. The Treasurer will exhibit at all reasonable times the Association's books of account and records to any of the directors of the Association. He or she will perform such other duties as usually pertaining to his or her office or as are properly required of him or her by the Board. The Treasurer will actively serve on the Executive Board as well as a voting member of the Board of Directors.

Past President

The Past President acts as an advisor to the current officers and Board members and will actively serve on the Executive Board as well as a voting member of the Board of Directors.

Article VI

Board of Directors

Section 6.01 **Directors.** The Board will consist of twelve (12) board members ("Directors"). The Directors will consist of each of the five (5) officers, two (2) State League Directors, two (2) Development Directors, two (2) At-Large Directors, and one (1) Director of Hockey Operations. Each Director shall have one (1) vote except for the President, who will only vote in the case of a tie.

- a. **State League Directors (2).** Elected through a membership vote. Each State League Director must have a child at the State League Levels at the time of election.
- b. **Development Directors (2).** Elected through a membership vote. Each Development Director must have a child actively participating at the Development Level at the time of election.
- c. **At-Large Directors (2)** Elected through a membership vote. At-Large Directors are not required to have a child actively participating in the program.
- d. **Director of Hockey Operations (1).** Appointed by the President and confirmed by the Board.

Section 6.02 **Term.** The term of the seven (7) non-officer Directors shall be a three-year term to be staggered so that roughly 1/3 of the positions will be up for renewal or replacement each year. Terms begin on May 1st, or the beginning of each fiscal year.

Section 6.03 **Board Meetings.** Regular meetings of the Board will be held monthly, at a time and place determined by the President. Regular meetings of the Board will be open to the Members of the Association and to guests approved by the majority vote of the Board.



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- a. Special Meetings of the Board may be called by the President or by one-third (1/3) of the Board. Notice shall be provided to the Board of a special meeting stating the time, place, and purpose of the meeting.
- b. Roberts Rules of Order shall govern and control the conduct of all meetings of the Board of Directors, unless modified by these By-Laws.

Section 6.04 **Quorum.** A majority of the Board will constitute a quorum for any meeting.

Section 6.05 **Vacancies.** Unanticipated vacancies of the Board may be filled by appointment by the President and confirmed by the Board. The appointed director will serve the remainder of the original term of the position.

Section 6.06 **Absences.** Unexcused absences from three (3) consecutive Board meetings by any Board member will result in that Board member's removal from the Board.

Section 6.07 **Board Composition.** The Board shall be composed of twelve (12) Directors. There will be five (5) Officers elected by the Board to include the positions of President, Vice President, Secretary, Treasurer, and Past President. There will be six (6) Directors elected by the membership to include State League Director (2), Development Level Director (2), and At Large Director (2). The Director of Hockey Operations will be full voting member of the Board that is appointed by the President and confirmed by the Board. The composition of the Board may be changed to have more or less Directors by a majority vote of the Board.

Section 6.08 **Board Elections.** The election of Directors occurs annually, as scheduled by the President, to coincide with the fiscal year, running from May 1st to April 30th. The President or his designee will communicate openings to the members that openings on the Board exist. Directors will be voted on by the membership at the annual meeting, special meeting, or other communicated venue. To be selected, the Director must receive the largest number of votes of those present at the meeting or participating in the election. If there is not enough quality interest in the open position(s), the President may hold the position(s) open, until (a) There is qualified interest and the same election procedure will take place for the open position; or (b) The President may appoint an individual to fill the open position, which must be approved by the Board with a majority vote.

Section 6.09 **Resignation.** Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation will take effect at the time of the receipt by the Board or such officer. No resignations will have discharged any accrued obligation or duty of a Director.

Section 6.10 **Removal.** Any Officer or Director elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the Board at a meeting called for such purpose. Proper notice shall be given to the person involved. A statement for the reason of the proposed removal of such Officer or Director may be drafted by the Board of Directors or the Executive Board for submission to the Board of Directors for a vote on the proposed removal. A statement of the proposed removal must be sent to the Officer or Director at least 7 days prior to said meeting through registered, certified, or electronic mail. The notice must include the time and place of said meeting. The Officer or Director shall be given the opportunity to make a presentation at this



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meeting. The Board of Directors shall conduct a prompt and fair hearing. Any person may appeal adverse action taken against him/her by the Board of Directors to SDAHA in accordance with SDAHA Bylaws and procedures then in effect.

Article VII Committees

Section 7.01 **Committees.** The President may, by resolution adopted by the majority of the Board, designate from among the Directors, Members, or general public committees as determined necessary. Each committee of the Board will have the authority as the Board provides through resolution; except that no such committee will have the authority as to (a) the filling of vacancies on the Board; (b) the amendment or repeal of the By-Laws, or the adoption of new By-Laws; and (c) The amendment or repeal of any resolution of the Board.

Section 7.02 **Acts and Proceedings.** Unless otherwise provided by resolution of the Board, a majority of all the members of a committee will constitute a quorum for the transaction of business, and the vote of a majority of the members of a committee will be the act of the committee. The procedures and manners of acting of the committees designated by the Board will be subject at all times to the directions of the Board. The Board may designate alternate members of the committee, who may replace absent or disqualified members in any meeting of a committee.

Section 7.03 **Committee Liaison.** The President shall serve as the Board's liaison to each Committee unless such duty is delegated to another member of the Board.

Section 7.04 **Revision of Structure.** At any time, the President and Board may change any committee structure by majority vote of the Board. This may include the addition, removal, combining, or separating of any committee.

Article VIII Actions

Section 8.01 **Action by Board.** Any action that may be taken by the Board may be taken without a meeting if consent is made in writing or by electronic communication, setting forth the action to be taken. Any action taken without a meeting shall be voted upon by a majority of the Board of Directors entitled to vote with respect to the subject matter thereof.



Article IX

Execution of Instruments

Section 9.01 **Execution of Instruments.** The Board may authorize any officer or agent of the Association to enter into contract, to execute and deliver any instrument, deposit funds to the credit of the Association in such banks, trust companies, and depositories as directed by the Board, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name and on behalf of the Association. Such authority may be general or may be limited to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than once capacity.

Article X

Association Assets

Section 10.01 **Assets.** All assets of the Association are to be held in the name of Aberdeen Amateur Hockey Association. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvent, and in all other respects to manage and control the assets of the Association, including stocks, bonds, mutual funds, debentures, mortgages, notes, other securities, or real property, as in their judgment and discretion they deem wise and prudent, are to be made by the Finance Committee for approval by the Board, with subsequent execution by the delegated member of the Finance Committee.

Article XI

Miscellaneous

Section 11.01 **Amendments.** These By-Laws may be altered, amended, or repealed by a super majority of two-thirds (2/3) vote of the Board, at which quorum is present, during any regular or special meeting called for the purpose. Written notice must be provided to the Board of the meeting at least ten (10) days prior to the meeting.

Section 11.02 **Indemnification.** The Association acknowledges and agrees that the USA Hockey Policy will serve as the preeminent authority for the Association regarding indemnification.

Section 11.03 **Compensation.** Any Officer or Director of the Association is not authorized to receive a salary or compensation for services rendered to the Association for their elected role with the Association. An employee or agent of the Association is authorized to receive a reasonable salary or reasonable compensation for services rendered to the Association when authorized by the majority of the Board.

Section 11.04 **Discrimination.** In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law. USA Hockey's policy will serve as the preeminent authority for the Association regarding Discrimination.



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Section 11.05 **Resolutions of Disputes, Arbitration, and Suspensions.** As an affiliate of USA Hockey and South Dakota Amateur Hockey Association, the Association will adhere to the USA Hockey procedures and regulations, except where clearly outlined in these By-Laws, or By-Laws or Affiliate Agreement with the South Dakota Amateur Hockey Association.

Section 11.06 **USA Hockey Preeminence.** As an affiliate of USA Hockey and South Dakota Amateur Hockey Association, the Association shall abide by and act in accord with the Articles of Incorporation, By-laws, Rules and Regulations, Annual Guide, Playing Rules and decisions of the Board of Directors of USA Hockey and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of the Association. Further, the Association shall assist USA Hockey in the administration and enforcement of the provisions of the By-laws, Rules and Regulations, Annual Guide, Playing Rules and decisions of the Board of Directors of USA Hockey within and upon its members and/or within its jurisdiction and agrees to be guided by the following core values of USA Hockey:

- a. **SPORTSMANSHIP** - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- b. **RESPECT FOR THE INDIVIDUAL** - Treat all others as you expect to be treated.
- c. **INTEGRITY** - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- d. **PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS** - Each member of the organization, whether player, volunteer, or a staff, should seek to perform each aspect of the game to the highest level of his/her ability.
- e. **ENJOYMENT** - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- f. **LOYALTY** - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- g. **TEAMWORK** - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.



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Certification of Code of By-Laws

The undersigned, the Secretary of the Aberdeen Hockey Association, hereby certifies that the foregoing constitutes the true and correct "Code of By-Laws" of the Aberdeen Amateur Hockey Association and declares that such By-Laws became effective upon their insertion in the Book of By-Laws, namely at 7:12 PM day of March 18th, 2025, at Aberdeen, South Dakota.

President: **Signature:** Duke Witte

Duke Witte (Mar 19, 2025 10:01 CDT)

Date:

Secretary: **Signature:**

Bill Madsen
Bill Madsen (Mar 19, 2025 17:58 CDT)

Date:

Amended: 03/18/2004

Amended: 08/25/2009

Amended: 12/08/2016

Amended: 06/16/2020

Amended: 04/18/2023

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Final Audit Report

2025-03-19

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