

CENTRAL KENTUCKY HOCKEY ASSOCIATION BYLAWS

ARTICLE I – NAME, PURPOSE, AND NONPROFIT STATUS

1. The name of this nonprofit corporation is the Central Kentucky Hockey Association (CKHA), home of the Lexington Thoroughbreds.
2. The official address shall be as designated by the Board of Directors.
3. CKHA is organized under Kentucky law as a 501(c)(3) nonprofit corporation and shall comply with USA Hockey affiliation agreements and all applicable statutes.
4. CKHA's purpose is to operate and promote youth hockey, develop players, encourage sportsmanship and community, and support amateur hockey consistent with USA Hockey rules.
5. CKHA shall comply with all applicable USA Hockey, Mid-American District (Mid-Am), and SafeSport requirements, including policies governing player safety, coaching eligibility, and organizational governance.
6. The fiscal year shall run from July 1 through June 30.

ARTICLE II – MEMBERSHIP

1. Membership is open to parents/guardians of registered players and registered coaches.
2. An Active Member is any parent/guardian of a registered player (one vote per family) or registered coach in good standing whose accounts are current and who abides by CKHA policies.
3. An Active Member is considered in "good standing" if they:
 - Are current on all registration fees, ice bills, and association dues.
 - Are not currently serving a disciplinary suspension or probation period imposed by the Board, the DHO, or USA Hockey/Mid-Am. Have submitted all required codes of conduct and compliance documentation for the current season.
 - Only members in good standing shall be eligible to vote in elections, hold office, or participate in CKHA-sanctioned events.
4. Membership is automatically granted upon registration and coincides with CKHA's fiscal year.
5. The Board retains ultimate authority over membership status. Membership discipline procedures, including investigation, notice, hearings, and appeals, shall be governed by Board-approved policies consistent with USA Hockey, SafeSport requirements, and applicable law.

6. The Board may authorize electronic voting methods for membership elections consistent with applicable law.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Composition

The Board of Directors shall consist of eight (8) Directors.

The Board shall include the following Officer positions:

- President
- Vice President
- Secretary
- Treasurer
- Registrar

And three (3) Directors-at-Large.

All Directors shall have one (1) vote. In the event of a tie, the president's vote shall count as a tie breaker.

No proxy voting shall be permitted.

Section 2 – Authority

The Board of Directors shall have full governance authority over CKHA, including strategic direction, fiduciary oversight, policy adoption, and executive oversight.

The Board may override decisions of the Director of Hockey Operations (DHO) by majority vote but shall not engage in day-to-day hockey operations.

Section 3 – Quorum

A majority of seated Directors shall constitute a quorum.

Unless otherwise specified, actions of the Board require a majority vote of Directors present.

ARTICLE IV – TERMS, ELECTIONS, AND CYCLES

Section 1 – Director Terms

Directors shall serve two (2) year terms.

Director terms shall be staggered so that approximately one-half (4) of the Board seats are elected each year.

To maintain staggered Board governance, the eight (8) Director seats shall be divided into two classes of four (4) Directors each. One class of Directors shall be elected in odd-numbered years and the other class shall be elected in even-numbered years. Each Director shall serve a two-year term.

No Director may serve more than three (3) consecutive two-year terms without a one-year break in service, unless no qualified replacement is available and the Board of Directors approves an additional term by a two-thirds (2/3) vote.

Director terms shall begin on July 1 following the Annual Meeting at which the Directors were elected and shall conclude on June 30 at the end of the applicable term. Officers shall continue to serve until their successors assume office on July 1.

Section 2 – Election of Directors

Directors shall be elected by the Active Membership at the Annual Meeting.

Nomination procedures shall be governed by Board-approved policy.

Household Limitation To ensure broad representation of the membership and prevent potential or perceived conflicts of interest, only one (1) individual per household or immediate family unit may serve as a Director at any given time. For the purposes of this section, "immediate family" includes spouses, domestic partners, and parents/guardians of the same registered player.

Section 3 – Officer Election

Officers shall be elected annually by majority vote of the seated Directors at the first Board meeting following the Annual Meeting.

The Board shall announce the elected Officers to the membership within fourteen (14) days of such election.

Section 4 – Officer Terms

Officers serve one (1) year terms and may be re-elected.

No individual may serve more than three (3) consecutive one-year terms in the same Officer position unless approved by a two-thirds (2/3) vote of the Board.

Section 5 – Eligibility for Officer Positions

To be eligible for election as an Officer, a Director must have completed at least one (1) year of service either as a Director of the Association or as a formally appointed Coordinator or Program Leader within CKHA.

Removal from an Officer position does not automatically remove an individual from the Board unless separately voted upon.

ARTICLE V – OFFICERS

Section 1 – Duties

- **President:** Presides at meetings; serves as primary representative; ensures Board oversight of the DHO; votes as a Director.
- **Vice President:** Assists the President and assumes duties in the President's absence.
- **Secretary:** Maintains official records and meeting minutes.
- **Treasurer:** Oversees financial reporting, budget preparation, and fiscal compliance.
- **Registrar:** Oversees registration and USA Hockey compliance processes.

ARTICLE VI – DIRECTOR OF HOCKEY OPERATIONS

1. **Appointment and Agreement**

The Director of Hockey Operations (DHO) shall serve under a written agreement approved by the Board of Directors.

2. **Authority Over Hockey Operations**

The DHO shall have authority over hockey operations, including but not limited to coach selection, player evaluations, roster formation (in conjunction with head coaches and panel review), and program-level discipline.

3. **Separation of Governance and Operations**

The Board of Directors provides strategic oversight of the Association but shall not manage day-to-day hockey operations or individual hockey decisions.

4. **Limitations of Authority**

The DHO shall not enter into financial commitments, contracts, or expenditures on behalf of the Association without authorization from the Board of Directors.

5. **Evaluation**

The DHO shall be evaluated annually by an ad hoc committee appointed by the Board and chaired by the President.

6. **Hockey Decision Authority**

Hockey operations decisions, including player evaluations, team placement, roster composition, and coaching assignments, fall under the authority of the DHO and designated coaching staff. Such decisions are not subject to review or appeal by the Board of Directors except in cases involving violations of Association policy, SafeSport requirements, or applicable law.

7. **Summary Suspension**

Notwithstanding any other provision of these Bylaws, the President or the Director of Hockey Operations (DHO) shall have the authority to immediately suspend any member, player, or coach from participation in Association activities if they determine such action is necessary to protect the safety of participants or the integrity of the program. Such summary suspension shall remain in effect until a formal hearing or investigation can be conducted in accordance with Board policy and USA Hockey/SafeSport requirements.

ARTICLE VII – MEETINGS

1. Annual Meeting

The Annual Meeting shall be held once each year at a date and time determined by the Board of Directors, generally occurring prior to the upcoming season's player evaluations or tryouts. At least fourteen (14) days' notice shall be provided to the Active Membership.

2. Regular Board Meetings

Regular Board Meetings shall be held monthly with at least seven (7) days' notice.

3. Remote Meetings and Electronic Voting

The Board of Directors and any committees thereof may conduct regular or special meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4. Action Without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all members of the Board consent in writing to the action. Such written consent (which may include email) shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the proceedings of the Board.

5. Special Meetings

Special Meetings may be called with at least two (2) days' notice.

6. Minutes

Minutes shall be maintained by the Secretary and made available to members upon request.

7. Quorum for Membership Meetings

A quorum for membership meetings shall consist of at least ten (10) Active Members or five percent (5%) of the Active Membership, whichever is greater. No official business, including the election of Directors, may be conducted without a quorum present.

8. Member Conduct

Members of the Association are expected to conduct themselves in a manner consistent with the mission and values of CKHA, including respect for players, coaches, officials, volunteers, and other members.

The Board of Directors may establish policies governing member conduct and may impose disciplinary measures, including suspension or revocation of membership privileges, for behavior inconsistent with such policies or with applicable USA Hockey, SafeSport, or Association standards.

ARTICLE VIII – FINANCE

1. Funds consist of fees, fundraising, grants, and donations.
2. The Treasurer shall prepare an annual budget for Board approval.
3. Financial controls, authorization thresholds, and signing authority shall be governed by Board-approved financial policies.
4. Quarterly financial statements shall be presented to the Board.
5. CKHA may maintain scholarship or restricted funds as authorized by Board policy.

ARTICLE IX – CONFLICT OF INTEREST

Each Director and Officer shall annually disclose any actual or potential conflicts of interest and recuse themselves from related discussions and votes.

The Board shall adopt and maintain a Conflict of Interest Policy.

ARTICLE X – REMOVAL, VACANCIES, AND RESIGNATIONS

1. Any Director or Officer may resign by written notice.
2. A Director or Officer may be removed for cause by a two-thirds (2/3) vote of seated Directors.
3. Vacancies shall be filled by majority vote of the remaining Directors. An appointed Director shall serve until the next Annual Meeting, at which time the membership shall elect a Director to serve the remainder of the unexpired term, if any.
4. Repeated failure to attend meetings or fulfill duties may constitute grounds for removal.
5. Directors are expected to act in good faith and in the best interests of the Association, maintain confidentiality regarding Board deliberations, avoid conflicts of interest, and respect the governance structure established by these Bylaws.

The Board may address conduct inconsistent with these expectations through corrective action including warning, censure, or removal from officer roles.

Continued conduct inconsistent with Board responsibilities may constitute cause for removal under this Article.

6. Directors shall not participate in decisions directly affecting the roster placement, discipline, or evaluation of their own child.

ARTICLE XI – INDEMNIFICATION

CKHA shall indemnify its Directors, Officers, volunteers, and agents to the fullest extent permitted by Kentucky law for actions taken in good faith within the scope of their duties.

ARTICLE XII – EMERGENCY AUTHORITY

The Board may delegate limited emergency authority to an Executive Committee between meetings, subject to ratification at the next regular Board meeting. The Executive Committee shall consist of the Officers of the Board.

ARTICLE XIII – BOARD POLICIES

The Board may adopt, amend, or repeal policies consistent with these Bylaws to govern operations and administration.

Such policies may be compiled in a Board Policy Manual (BPM).

In the event of conflict between these Bylaws and Board-approved policies, the Bylaws shall control.

Directors are expected to comply with all policies adopted in the Board Policy Manual.

ARTICLE XIV – AMENDMENTS

These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of the Active Members present at a properly noticed membership meeting. Amendments to these Bylaws may be proposed by the Board of Directors or by a written petition signed by at least ten percent (10%) of the voting members.

Proposed amendments must be approved by a majority vote of the Board of Directors prior to submission to the membership.

Written notice of any proposed bylaw amendments shall be provided to the Active Membership at least fourteen (14) days prior to the meeting at which the amendment will be considered.

Amendments may be considered at the Annual Meeting or at a Special Meeting of the membership called for that purpose.

No bylaw amendment may be proposed or adopted from the floor of a meeting without prior written notice to the membership.

ARTICLE XV – DISSOLUTION

Upon dissolution, CKHA's assets shall be distributed to another 501(c)(3) amateur sports or charitable entity or for governmental/public purposes.

These Bylaws were adopted by the Board of Directors of the Central Kentucky Hockey Association on MARCH 30, 2026.

Michael Hughes

Secretary

Central Kentucky Hockey Association