

**JUNEAU DOUGLAS ICE ASSOCIATION**  
**A Not for Profit Corporation**  
**Bylaws**

**ARTICLE I**  
**Articles Of Incorporation**

1. The name of the corporation, the object for which it is established and the nature of the business to be transacted by it, the location of its registered agent and office, and the location of its principal and other places of business shall be as set forth in the Articles of Incorporation, as from time to time amended. These Bylaws, the powers of the corporation and of its board of directors, and all matters concerning the conduct and regulations of the business of the corporation shall be subject to such provisions in regard thereto, if any, as set forth in such Articles of Incorporation; and such Articles of Incorporation are hereby made a part of these Bylaws.

2. This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

5. If the Juneau Douglas Ice Association (JDIA or corporation) elects not to continue in existence, or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

6. This corporation is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

**ARTICLE II**  
**Corporate Seal**

The seal of the corporation, subject to alteration thereof by the Board of Directors, shall consist of a rubber stamp with the words and figures, "Juneau Douglas Ice Association" cut or engraved thereon.

### **ARTICLE III**

#### **Purpose of Corporation**

1. The promotion of youth hockey as a recreational and competitive sport within the City and Borough of Juneau, in Juneau, Alaska.
2. The development and economic support of competitive high school sanctioned level hockey teams.
3. Education and training of development and advanced hockey skills for players and coaches.
4. The corporation shall not engage in activities that are not in furtherance of one or more express purposes as specified in Section 501(c)(3) of the Internal Revenue Code or is authorized by state law.
5. The corporation's assets shall primarily be dedicated to an exempt purpose.
6. The corporation is not organized for profit.

### **ARTICLE IV**

#### **Membership**

1. Membership in JDIA shall be open to all individuals interested in the organizational aspect of youth hockey. Membership shall be open to individuals of all races, creeds, ages and sex without discrimination.
2. Annual membership fees will be determined by the board of directors.
3. Membership Meetings
  - a. The annual meeting of members, unless for compelling reasons the board of directors otherwise provides in a particular year, shall be held each year in the month of April or May. The purpose of the meeting shall be to elect directors and for the transaction of such other business as may properly come before the meeting. If the election of directors is not held at the time designated for the annual meeting of members, or at any adjournment of the annual meeting, the board of directors shall cause the election to be held at a special meeting of members as soon thereafter as it conveniently may be held.
  - b. A special meeting of members may be called by the board of directors, the President, or by petition of the holders of not less than 51% of all membership units entitled to vote at the meeting, specifying the purpose of the meeting. Upon receipt of a verified request by fifty-one percent (51%) of members for a special meeting, the President shall, within twenty (20) days, call a special meeting for the stated purpose. Meetings will follow Robert's Rules of Order. A special meeting called by petition of members delivered within one hundred twenty (120) days before a regular annual meeting, or scheduled special meeting, or called for a purpose or purposes substantially the same as a scheduled meeting, may be combined with the scheduled meeting. Only such business shall be conducted at a special meeting as is specified in the notice of the meeting. A special meeting may not be called for a purpose or purposes substantially the same as any matter that has been subject to a vote of members, and

which failed, within the preceding one hundred eighty (180) days if for removal of directors, or within the preceding twenty-four (24) months for all other matters.

c. All meetings of members shall be held at a place designated by the board of directors in Juneau, Alaska.

d. Written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days and not more than fifty (50) days before the date of the meeting, by electronic transmission and posting notice on the corporation's website, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to members entitled to vote at such meeting.

e. If present, the President shall preside at all meetings of members, and in the absence or disability of the President, the Vice President shall preside.

f. The Secretary shall act as secretary at all meetings of members. In the absence or disability of the Secretary of the corporation, the President of the meeting shall appoint a secretary to act at the meeting.

#### 4. Membership Units; Voting; Cumulative Voting.

a. Each family that has paid its annual membership fees shall have one membership unit and one vote at member meetings. For example, if the same family has three children playing within a recreational or competitive level within Juneau Douglas Ice Association and residing at one common residence, that family shall be entitled to one membership unit and one vote.

b. At any meeting of the members each member having the right to vote shall be entitled to vote in person. Members shall not have the right to vote by proxy or through an authorized attorney-in-fact.

c. At an election for directors each member entitled to vote may vote the number of membership units owned by the member for as many persons as there are directors to be elected, or may cumulate votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of member's membership units, or by distributing these votes on the same principle among any number of candidates.

### **ARTICLE V** **Board of Directors**

1. The government of the corporation and the management and control of its affairs shall be vested in a board of directors consisting of eleven (11) members. The initial directors appointed by the incorporators shall serve until replaced by the membership at the first of three annual meetings, 4 shall be replaced in 2006, 4 in 2007 and 3 in 2008. This cycle shall repeat itself in perpetuity. The number of directors may be increased or decreased at any special or annual meeting of the membership called for that purpose.

2. The board of directors shall have and exercise all the powers possessed by the corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of Alaska, with the Articles of Incorporation, or with these Bylaws.

3. A vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the director's predecessor in office. In no case may a vacancy continue for longer than six months or until the next annual meeting of the members, whichever occurs first.

4. The board of directors shall appoint a President, a Vice-President, a Treasurer, and a Secretary. There is no limit on the number of terms these positions can hold.

5. A director shall be elected for a three-year term. There is no limit on the number of terms a director may serve.

6. The board of directors shall hold regular meetings on the second Wednesday of each month. Meetings of the board of directors of the corporation shall be held in Juneau, Alaska, unless an alternate location is stated in the call therefor and a majority of the directors support the alternate location. All meetings will be conducted under Robert's Rules of Order.

7. Special meetings of the board of directors may be held at any time or place whenever called by the President or by two (2) or more directors, upon written notice provided at least five (5) days prior to the date of such meeting, such notice being given by the Secretary, the President or the directors calling the meeting. Special meetings of the board of directors may be held at any time, without notice, provided that all the directors are present or that those not present have waived notice thereof.

8. Any action required by law to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be approved by all of the directors. Action taken through the use of personal email accounts is considered compliant with this article.

9. Directors as such shall not receive any stated salaries for their services, but by vote of the board of directors may be reimbursed for approved expenses; however, nothing herein contained shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor. Any director who is employed or being considered for employment by the JDIA shall abstain from voting on any issue relative to that employment.

10. At any meeting of the board of directors, a majority of directors entitled to vote shall be necessary to constitute a quorum for the transaction of business.

## **ARTICLE VI**

### **Officers and Executive Committee of The Corporation**

The Officers of the corporation shall be a President, a Vice-President, a Treasurer, and a Secretary and such other officers and agents as the Board shall appoint and elect.

The Board may appoint directors to a Board Executive Committee. A Board Executive Committee, if appointed, shall have as many members as the Board of Directors shall from time to time decide and shall have such powers, duties and authority as from time to time may be delegated to it by the Board of Directors.

## **ARTICLE VII** President

The President shall be the chief executive officer of the corporation and shall, when present, preside at all meetings of the Board and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, determine.

## **ARTICLE VIII** Vice-President

In the absence of a President or in the event of the President's inability or refusal to act, the Vice-President (or in the event that the Board of Directors may appoint or elect additional Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## **ARTICLE IX** Treasurer

The Treasurer of the corporation, unless some other person is thereunto specifically authorized by vote of the Board of Directors, shall sign all deeds, leases, contracts and all other instruments to be executed on behalf of the corporation. The Treasurer shall have the care and custody of the funds of the corporation and shall have and exercise, under the powers and duties commonly incident to this office. The Treasurer may be required by the Board of Directors to give bond in such sum and with such sureties as may be satisfactory to it. The Treasurer shall have the custody of all the money, funds, valuable papers and documents of the corporation, except the Treasurer's own bond, which shall remain in the custody of the President. The Treasurer shall deposit all the funds of the corporation in such bank or banks, trust company or trust companies, or with such other firm or firms doing a banking business as the Board of Directors may from time to time delegate. The Treasurer may, on behalf of the corporation, endorse or deposit for collection all checks, notes and other obligations payable to the corporation or its order and may accept drafts on behalf thereof. The Treasurer shall keep accurate books and accounts of all the corporation transactions, which books and accounts shall be the property of the corporation, and these, together with all the other corporation property in the Treasurer's custody and possession, shall be subject at all times to the inspection and control of the Board of Directors. All receipts and vouchers for payments made to the corporation and all checks, drafts, notes or other corporation obligations for the payment of money by the corporation shall be signed by the Treasurer and a second designated Board of Directors' member, or as the Board of Directors may otherwise specifically order or authorize. The Treasurer shall prepare and present an annual financial statement at the annual meeting.

## **ARTICLE X**

### **Secretary**

The Secretary of the corporation shall be present at all meetings thereof and shall keep accurate records in books provided for that purpose of all the proceedings of such meetings. Such books shall at all reasonable times be open to the inspection of any member of the Board of Directors. The Secretary shall perform all duties commonly incident to the Secretary's office and shall have such other powers as the Board of Directors may from time to time specify. In the absence of the Secretary from any meeting of the Board of Directors, a Secretary pro tempore may be chosen who shall record the proceedings of such meeting. The Secretary and any Secretary pro tempore shall be sworn to the faithful performance and discharge of the Secretary's duties.

## **ARTICLE XI**

### **Coach Liaison**

A coach Liaison will be appointed by the Board of Directors at the first meeting of every Fiscal Year. The liaison will not be a member of the Board. The Liaison will report to the board during regular scheduled meetings and will be responsible for such activities including, but not limited to: Appointment of head coaches; coordination of coach training and coach certification; background checks; coach performance; annual updates to the coach's manual, and other responsibilities as deemed necessary in order to maintain compliance with USA hockey.

## **ARTICLE XII**

### **Additional Officers and Agents**

The Board of Directors may, in its discretion and at any time, appoint such other officers or agents of the corporation as it may deem advisable and necessary, and prescribe the duties thereof, and it shall establish all necessary categories, and the designations and salaries thereof, of employees of the corporation.

## **ARTICLE XIII**

### **Capital Stock**

There shall be no capital stock of this corporation.

## **ARTICLE XIV**

### **Committees**

The Board of Directors, by resolution adopted by a majority of Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority and power granted in by the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any trustee or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;

authorizing the voluntary dissolution of the corporation or the working proceedings therefor, adopting a plan for a distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or the Director by law.

The Board of Directors has designated and appointed the following committees:

1. Blue Line Club, Charter is attached as Exhibit A.
2. Competitive Teams Committee, Charter is attached as Exhibit B.
3. Promo/Gear/Fundraising Committee.
4. Registration Committee.
5. Coaching/Clinic/Camps Committee.
6. Discipline Committee.
7. Board Oversight Committee.
8. Financial/Budget Committee.
9. Scheduling Committee.
10. Travel Committee.
11. Gaming Manager Committee.

Any attachments or exhibits described herein are incorporated by reference and are a part of these Bylaws.

#### **Article XV** **Blue Line Club**

The Blue Line Club (BLC) is established as an independent association within the Juneau Douglas Ice Association. The BLC exists to promote the Juneau Douglas High School Hockey Team including fund raising activities. For the purposes of and nonprofit status and reporting income and expenses to the IRS, the BLC is considered a sub-committee of the Juneau Douglas Ice Association and thereby shall report annually to the JDIA on all financial activities. The BLC will operate independently and establish its own Board of Directors which will include the current President of the Juneau Douglas Ice Association. The BLC may establish its own Bylaws. In doing so, if any Articles within the BLC Bylaws conflict with the Juneau Douglas Ice Association Bylaws, the Juneau Douglas Ice Association Bylaws control.

#### **ARTICLE XVI** **Financial Administration**

**Section 1. Fiscal Year** - The fiscal year of the Juneau Douglas Ice Association shall commence on the first day of July.

Section 2. The Board of Directors will determine annual membership fees and categories. Annual membership fees shall be due in part or in full at the time of registration.

Section 3. Budget and Budget Committee - A budget committee shall be appointed by the Board of Directors at least two (2) months prior to the beginning of the fiscal year to-prepare a budget for the ensuing year. The Board of Directors shall have the authority to amend the budget as needed.

Section 4. Financial Review - Within three (3) months following the close of the fiscal year, a qualified person (or persons) will be selected by the Board of Director for independent review of the books and operating statements of the Juneau Douglas Ice Association and shall submit a general statement covering their finding to the Board. Such person (or persons) shall not be related to the Treasurer.

#### **ARTICLE XVII** Inspection of Books and Papers

All books, papers and documents of every kind and description belonging to the corporation, whether located in the office of the President, Vice-President, Treasurer, Secretary or elsewhere, shall be open to the inspection of the members and the Board of Directors at all times during reasonable business hours.

#### **ARTICLE XVIII** Amendments

Except as otherwise provided by law, these Bylaws and the Articles of Incorporation may be amended, altered, added to, or repealed in whole or in part by a vote of the Board of Directors at any annual or special meeting thereof called for that purpose.

#### **ARTICLE XIX** Recall of Directors

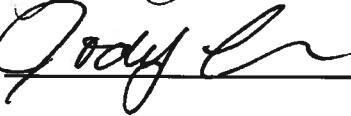
Upon receipt of a recall petition signed by thirty percent (30%) of the JDIA membership, a special meeting shall be called to vote on the question of recalling designated members of the Board of Directors. The vote to recall shall require a majority vote of members present at the meeting before the designated Director is officially removed from the Board of Directors.

Dated 13th day of June, 2018

President



Secretary



#### **AMENDMENTS**

June 13, 2018