

Colorado Amateur Hockey Association

BYLAWS

November 1, 2023

Colorado Amateur Hockey Association (CAHA)
BYLAWS

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**BYLAWS OF THE
COLORADO AMATEUR HOCKEY ASSOCIATION**

Article 1 – Name

The name of the organization shall be the Colorado Amateur Hockey Association. The organization is referred to in these Bylaws as the Association or CAHA.

Article 2 – Office

The Association shall maintain a mailing address within the State of Colorado at 1942 Broadway Street, STE 314C, Boulder, CO 80302. The Association may maintain an office for the transaction of its business, which shall be designated by the Board of Directors. The Association's mailing address and/or its principal office may be changed by vote of the Board of Directors.

Article 3 – Purposes

Section 1. The principal purpose of the Association shall be to foster, promote and improve amateur hockey for charitable, educational and recreational purposes. To further that purpose, the Association shall:

- A. Affiliate with USA Hockey and encourage registration of all teams at all levels of play with USA Hockey.
- B. Cooperate with and participate in programs of the USA Hockey Rocky Mountain District.
- C. Encourage, assist and administer the development of local and regional programs, leagues and teams to promote good sportsmanship, competition and player development within the Association's geographical area.
- D. Administer hockey tournaments for teams within its geographical area leading to national tournaments of USA Hockey, conduct development camps and other selection processes for selection of players for tryouts for Rocky Mountain District and USA Hockey development teams, and may issue travel permits to teams of its Members certifying their eligibility to compete outside of CAHA's geographical area.
- E. Administer all levels of hockey allowable within CAHA consistent with USA Hockey.
- F. Do and perform any other acts necessary or desirable in fulfilling its purposes.

Section 2. The Association shall be incorporated as a not-for-profit organization or Colorado Body Politic (City, County, or Special District), and shall take all actions necessary to maintain its status as an organization exempt from taxation under Section 501(c) of the Internal Revenue Code, as amended. The Association is one that does not contemplate pecuniary gain or profit to its members and is organized solely for the non-profit purposes set forth above. No substantial part of the activities of this Association shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation or becoming involved in political activity.

Article 4 – USA Hockey Preeminence and Indemnity

Section 1. The association, in affiliation with USA Hockey, Inc., the national governing body for the sport of amateur ice hockey in the United States, is authorized to regulate the sport of amateur ice hockey within the State of Colorado or within such other geographical area as CAHA's Affiliate Agreement with USA Hockey, Inc. may designate from time to time.

Section 2. CAHA, as an Affiliate Association of USA Hockey, Inc., shall abide by and act in accord with the Articles of Incorporation, Bylaws, Policies and Procedures, 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 CAHA. Further, CAHA (a) shall assist USA Hockey in the administration and enforcement of the provisions of the Bylaws, Policies and Procedures, Playing Rules and decisions of the Board of Directors of USA Hockey within and upon its members and/or within its jurisdiction and (b) agrees to be bound by the core values of USA Hockey: Sportsmanship, Respect for the Individual, Integrity, Pursuit of Excellence at the Individual, Team and Organizational Levels, Enjoyment, Loyalty and Teamwork, as set forth and amplified in CAHA's Affiliate Agreement with USA Hockey, or as the same may be amended by USA Hockey from time to time.

Section 3. CAHA, an Affiliate Association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, and each member of its Board of Directors, USA Hockey Congress, and all councils, committees and sections, and all other elected, appointed, employed or volunteer representatives of USA Hockey (collectively referred to as "USA Hockey Representatives") from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of CAHA, except to the extent (i) that USA Hockey or a USA Hockey Representative(s) caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own intentional misconduct or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, CAHA understands and acknowledges that USA Hockey and each USA Hockey Representative(s) have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

Article 5 – Membership

Section 1. Members – Associations or independent teams located within CAHA's geographical area which register amateur ice hockey teams with USA Hockey are eligible to become Members of CAHA. Any such association or independent teams must apply for Member status with CAHA under policies and procedures adopted and published by CAHA's Board of Directors from time to time and be approved for membership by a majority of the Board of Directors at a meeting called for the purpose of considering applications for membership.

Section 2. If approved for membership, Associations or independent teams will be required to execute a Membership Agreement committing their intention to abide by current or future rules as may be implemented from time to time. Membership Agreements will be one year in duration and renewable annually by CAHA on a common renewal date as defined in the policies and procedures. Membership Agreements establish the contractual terms of membership and can be voluntarily non-renewed by the Member or other entities with sixty (60) days' notice prior to the renewal date. Member Agreements may be updated periodically and must be executed annually in order for Members or other entities to maintain membership in CAHA.

Section 3. Each Member shall designate in writing to the Secretary of CAHA one representative from among its voting board members to be its Member Representative for purposes of all CAHA voting. Member Representatives are entitled to cast votes on all matters on which a vote is required or permitted by these Bylaws or submitted by the Board of Directors for a vote of Members.

Section 4. Associate Members – All claimed players, coaches, managers, and volunteers who are rostered on a USA Hockey team of a CAHA Member are registered participant members of CAHA and automatically Associate Members of CAHA. All CAHA registered participant members, as a condition of membership in good standing with CAHA, shall also be required to be registered participant members in good standing with USA Hockey. Upon approval by a majority of CAHA's Board of Directors, Associate Membership may be extended to other organizations or individuals, such as rinks, officials' organizations or other persons or groups who have an interest in amateur hockey in CAHA's geographical area.

Section 5. Paid Participants Registered (PPR) is defined as a player or coach in good standing and claimed by each Member as of March 31st of each calendar year. Each Member shall have the responsibility to determine how each Member Representative shall cast the Member's votes to elect persons to the Board of Director positions as set forth in Article 10, to vote on proposed amendments to these bylaws as set forth in Article 13, and to vote on other matters before the Members. CAHA's PPR report shall be provided only by the Affiliate Registrar for the prior full season (September 1st to March 31st).

Section 6. Members shall be responsible for the payment of dues, fees and assessments established by the Board of Directors and to conduct themselves and their respective Associate Members in accordance with the rules of CAHA and USA Hockey. Failure to pay any amounts due to CAHA will result in suspension of the Member, Associate Member or other entity once the delinquency reaches ninety (90) days. All rights and protections afforded CAHA Member Associations (and teams) will be suspended until all amounts owed to CAHA are brought current.

Section 7. Failure to abide by duly adopted policies and procedures of CAHA are grounds for terminating a Member's status as a CAHA Member. Termination of membership for any breach reason shall occur only upon a majority vote of the Board of Directors taken after the Member has had a reasonable opportunity to be heard before the Board of Directors at a meeting called for such purpose.

Section 8. Associate Members are responsible for ensuring they, their family members, and guests conduct themselves in a mature and sportsmanlike manner at all times during which players are participating in USA Hockey or CAHA sanctioned activities, and that coaches, players and officials are at all times treated in a respectful and non-abusive manner. If an Associate Member, their family member(s) or guest(s) fail to conduct themselves as required herein, the Board of Directors shall have the authority to take appropriate action, including but not limited to requiring that the offending person(s) be precluded for a stated period from attending or participating in USA Hockey or CAHA sanctioned activities. Such action by the Board of Directors shall be taken only after all concerned parties have been given a reasonable opportunity to be heard by the Board or the Disciplinary Committee established in these bylaws. Nothing in this section shall be construed to alter or limit the authority of referees or rink management to deal with any unruly or inappropriate behavior when needed.

Section 9. The books and records of the Association, both financial and non-financial, are the property of the Association and not of any Member. It is the responsibility of the Board of Directors to obtain the return of any Association records in the possession of a Board Member, officer or other Member of the Association at the conclusion of the term of office of any such person or whenever such person no longer has need of the records in working on matters for the Association. Members and

Associate Members of the Association shall have the right to inspect the books and records of the Association upon written request to the Board, provided, however, that the requested inspection shall be reasonable in scope and purpose, shall be scheduled not less than ten days after the request is made, and provided further that the Board may establish reasonable limits on the time, place and manner of making the records available.

Article 6 – Board of Directors

Section 1. Except for the matters reserved for a vote of the Members in Articles 10 and 13, the affairs of CAHA shall be managed by a Board of Directors. The Board of Directors shall have final authority over all matters pertaining to the administration of CAHA including without limitation the development and adoption of policies and procedures governing CAHA. The Board of Directors may, in its discretion and consistent with these bylaws, delegate authority as to particular matters to any officer(s), committee(s) appointed by the Board of Directors or other individual member(s) designated by the Board. In its discretion, the Board may present any matter on which it would otherwise pass as a Board to the Members for a vote of the membership. Matters requiring a vote of the Board in the administration of CAHA shall be by a majority vote of those present at such meetings, which may include in-person ballot voting, email voting, electronic ballot voting, or voice voting via conference call or video conference as determined by the Board.

Section 2. The Board of Directors shall consist of twelve (12) voting members, including the President, Executive Vice-President, Secretary, Treasurer, Adaptive Section Vice-President, Adult Section Vice-President (representing all non-youth players), Discipline/Appeals Vice-President, Girl's Section Vice-President, Growth and Retention Vice-President, High School Section Vice-President, House/Rec Section Vice-President, and Tier Section Vice-President (representing Tier I and Tier II). Beginning with 2024 elections, the President and Secretary shall be elected to two-year terms in odd years; the Executive Vice-President and Treasurer shall be elected to two-year terms in even years; Section Vice-Presidents, Discipline/Appeals Vice-President, and Growth and Retention Vice-President shall be elected to two-year terms in alternate years, all as shown in Article 10, Section 7. No Director shall serve more than three (3) full, two-year terms in any one elected Board position. No Director may serve on the Board for more than six (6) full, two-year terms, regardless of position. Fulfilling an incomplete term is not considered part of the term limit. The Past President's term shall commence when a new CAHA President is elected or appointed, and shall continue until that President does not seek re-election or is not re-elected. In the case of a President being removed under Article 12, Section 3, or in the case the President resigns, the position of Past President shall be vacant during the following election cycle.

Board Members (12)

President	Elected by All Members
Executive VP	Elected by All Members
Secretary	Elected by All Members
Treasurer	Elected by All Members
Discipline/Appeals VP	Elected by All Members
Growth and Retention VP	Elected by All Members
Adaptive Section VP	Elected by Section Members
Adult Section VP	Elected by Section Members
Girls Section VP	Elected by Section Members
High School Section VP	Elected by Section Members
House/Rec Section VP	Elected by Section Members
Tier Section VP	Elected by Section Members

Section 3. All elected members of the Board of Directors must be current or former Associate Members of CAHA. In order to be eligible for election to the office of President or Executive Vice President, a nominee must have served on the Board of CAHA or as an Officer of CAHA within the previous two (2) years; provided, however, the Board may waive this requirement by a 75% vote, if a candidate for President is highly qualified in the opinion of the Board.

Section 4. Directors of the Association shall receive no compensation or remuneration for serving as Directors, other than reimbursement, upon presentation of proper vouchers, of actual expenditures incurred on behalf of and approved by the Association. No one who is a vendor of goods or services to the Association or who otherwise would profit pecuniarily from his or her position as a Director of the Association may be elected to the Board of Directors, notwithstanding that such person may be an Associate Member of CAHA.

Section 5. No Member may have more than one (1) person serve in a CAHA Board position, but such person shall not be in a position of control of a Member (e.g. no Board members, coaches, employees, hockey directors, or owners).

Section 6. Directors shall take office at the close of the Board of Directors meeting called for such purpose.

Article 7 – Ex Officio Board Members (non-voting)

Ex Officio positions include the Affiliate Registrar, Associate Risk Manager, Coaching Education Program Coordinator, Goalie in Chief, Past President, Referee in Chief, and Safe Sport Coordinator.

Ex officio Board Members

Affiliate Registrar	Assigned by USA Hockey
Associate Risk Manager	Assigned by USA Hockey
CEP Coordinator	Assigned by USA Hockey
Goalie in Chief	Assigned by USA Hockey
Past President	Filled by outgoing President
Referee in Chief	Assigned by USA Hockey
Safe Sport Coordinator	Assigned by CAHA Board

Article 8 – Officers

Section 1. The President of the Association shall be elected by all Member Representatives. The President shall preside at all meetings of the Board and of the Members, shall be charged with the general management and supervision of the affairs and operations of the Association and shall be *ex officio* a member of all committees of the Association. The President shall be the representative of the Association at, and shall have the authority to cast votes to which the Association is entitled, at all Rocky Mountain District and USA Hockey meetings. The President shall also attend all USA Hockey meetings on behalf of CAHA. The President shall report all decisions, expenditures not previously approved by the Board of Directors, and significant activities related to the affairs and operations of the Association at the next regular or special meeting called for the Board of Directors. Except in the case of a tied vote by the other voting Board members, the President shall not have a vote on matters before the Board.

Section 2. The Executive Vice-President of the Association shall be elected by all Member Representatives. The Executive Vice-President shall preside at any meetings in the absence of the President and shall be responsible to organize and supervise the general and special elections of CAHA, and perform such other duties as delegated by the President or the Board of Directors.

Section 3. The Secretary of the Association shall be elected by all Member Representatives. The Secretary shall attend all meetings of the Board and the Members, shall keep a record of all proceedings at such meetings and maintain such records, and shall be the custodian of the Association's records other than the financial records maintained by the Treasurer.

Section 4. The Treasurer of the Association shall be elected by all Member Representatives. The Treasurer shall attend all meetings of the Board, shall keep full and accurate accounts of all receipts and disbursements of the Association and shall deposit all monies or other things of value in the name and to the credit of the Association in such bank or banks as the Board may approve from time to time. The Treasurer shall disburse the Association's funds under the direction of the Board, taking proper vouchers therefore, and shall render a report as to the financial position of the Association at all meetings of the Board and the Members, but not less than annually. The Treasurer shall be responsible for arranging for the filing of all required tax returns with any governmental authorities and for providing any financial reports to USA Hockey required by CAHA's Affiliate Agreement with USA Hockey. The Treasurer shall be an authorized signatory on all Association disbursements, provided that, in the Board's discretion, another Board member may be designated from time to time as a signatory on the Association's accounts, either singly or jointly with the Treasurer. Unless the Board of Directors determines that bonding is not available at a reasonable cost, the Treasurer shall obtain a fidelity bond at the expense of the Association.

Section 5. The Vice President of Discipline/Appeals shall be elected by all Member Representatives, shall act as Chair of the Discipline/Appeals Committee (see Article 9) and be responsible for the administration of any CAHA disciplinary proceedings, including appeals, as required by USA Hockey Bylaw 10.

Section 6. The Vice President of Growth and Retention shall be elected by all Member Representatives and shall be responsible for the promotion of ice hockey and overall growth and retention of players, coaches, and volunteers in the Affiliate.

Section 7. Section Vice-Presidents shall be elected by Member Representatives for their respective section and be responsible for development and administration of participants, teams and/or leagues of Member teams within their respective section and act as Chair for their Section Committee.

Section 8. The Affiliate Registrar shall be appointed by and serve at the pleasure of USA Hockey. The Affiliate Registrar may be an Associate Member at the time of his or her appointment, but need not be so. The Affiliate Registrar is responsible for working with the District Registrar, USA Hockey and the Registrars of CAHA Members to assure compliance with all rostering requirements of USA Hockey and the District Registrar. The Affiliate Registrar is responsible for determining eligibility issues within CAHA and eligibility for competition outside of CAHA's geographical area when required per CAHA and USA Hockey rules. The Affiliate Registrar is also responsible for approval of travel permits and tournament sanctions.

Section 9. The Associate Risk Manager shall be appointed by and serve at the pleasure of USA Hockey. The Associate Risk Manager may be an Associate Member at the time of his or her appointment, but need not be so. The Associate Risk Manager is responsible for working with Risk Managers in other affiliates and districts within USA Hockey to educate participants, coaches, officials, spectators, and administrators regarding the USA Hockey insurance program, risk management, injury reporting, and claim filing in a manner which precludes the insurance program from becoming a hindrance to the primary mission of USA Hockey and its affiliates.

Section 10. The CEP Coordinator shall be appointed by and serve at the pleasure of USA Hockey. The CEP Coordinator may be an Associate Member at the time of his or her appointment, but need not be so. The CEP Coordinator is responsible for working with USA Hockey and District CEP Coordinators to provide training and development activities to persons who are or wish to become coaches of Member teams, and for assuring that the coaching credentials of Member team coaches are in order and are at the levels required by USA Hockey for the competition level of the particular team.

Section 11. The Goalie in Chief (GIC) shall be appointed by and serve at the pleasure of USA Hockey. The Goalie in Chief may be an Associate Member at the time of his or her appointment, but need not be so. The Goalie in Chief is responsible for working with USA Hockey and District Goalie in Chief to provide training and development activities to persons who are or wish to become coaches of Member teams, and for assuring that the goalie coaching credentials of Member team coaches are in order and are at the levels required by USA Hockey for the competition level of the particular team.

Section 12. The Referee in Chief (RIC) shall be appointed by and serve at the pleasure of USA Hockey. The Referee in Chief may be an Associate Member at the time of his or her appointment, but need not be so. The Referee in Chief is responsible for working with USA Hockey and District Referee in Chief to provide training and development activities to persons who are or wish to become on-ice officials, and for assuring that the officials credentials are in order and are at the levels required by USA Hockey for the competition level of all games played.

Section 13. The Safe Sport Coordinator shall be appointed by and serve at the pleasure of the CAHA Board. The Safe Sport Coordinator may be an Associate Member at the time of his or her appointment, but need not be so. The Safe Sport Coordinator will work with USA Hockey and District Safe Sport coordinators responding to Safe Sport complaints and violations. The Safe Sport Coordinator will also review and respond to background check concerns as reported by USA Hockey.

Article 9 – Committees

Section 1. The Board of Directors shall provide for the appointment of and supervise the operations of committees that are not established as Section Committees. Section Committees shall be selected per Article 9, Section 2(D). Committee members may be members of the Board, but need not be, except in the case of the Audit Committee.

Section 2. In addition to any other committees that may be established by the Board from time to time as necessary, the Board shall appoint the following committees:

A. Executive Committee – Responsible for the day-to-day management of the Association, management of personnel or contractors, creating Board meeting agendas, legal and compliance matters, and representing the association in negotiations with USA Hockey, business partnerships and other pursuits of CAHA. This committee must be made up of the President, Executive Vice President, Secretary, Treasurer and three members of the Board selected by the full Board.

B. Discipline/Appeals Committee – Responsible for hearing and determining disciplinary action related to match penalties when referred by the Member Association, suspensions related to Rule 411, failure to pay Member Association or other entity fees or other suspensions of players, or Associate Members resulting from rules violations imposed by local associations or leagues or which occur in tournament play. The Vice-President of Discipline/Appeals shall act as Chair and the remaining committee members shall consist of persons appointed by majority vote of the Board of Directors. Any hearing held by the Discipline/Appeals Committee shall follow USA Hockey Bylaw 10.

C. Audit Committee – Responsible for the oversight and management of the Association’s finances. This committee must be made up of two members of the Board and the Treasurer.

D. Section Committees – Each Section Vice President may form a Committee made up of member representatives from each Member represented in their respective Section and who shall be responsible for the development and administration of each Section.

Article 10 – Procedures for Elections and Member Voting

Section 1. At the Annual Meeting of Members and Board of Directors in May of each year, the Board of Directors shall conduct the election for certain positions on the Board of Directors. The Board shall distribute to the Member Representatives at least thirty days prior to the date of the meeting a notice of the date, time and place of the meeting, a description of the positions up for election in that year, and a request for nominations for those positions. The Notice shall specify a deadline not less than two (2) weeks after the date of the Notice for receipt of nominations and information on how nominations are to be made. Each nominee must declare their Member affiliation as part of their nomination to be verified and signed off by their Member Representative.

Section 2. Following receipt of the nominations, the Board shall hold a Special Meeting to finalize the slate of nominees. The Board will assure each person nominated is eligible for the office sought. In the event no nominations of eligible persons are timely received for a position up for election, the Board shall act as a nominating committee to place one or more names in nomination for such position.

Section 3. Voting by Member Representatives shall be conducted at the meeting of the Member Representatives. The Board shall publish voting procedures in advance of all such meetings, which may include in-person ballot voting, email voting, electronic ballot voting, or voice voting via conference call or video conference.

Section 4. For purposes of this Article 10, each Member Representative shall be entitled to cast one vote per one hundred (100) PPRs up to a limit of five (5) votes. PPR numbers shall be rounded up at 50 and above and rounded down below 50 to determine the number of entitled votes for any Member. Notwithstanding the foregoing, Members having less than one hundred fifty but more than zero PPRs shall be entitled to one (1) vote. The table below outlines the entitled votes for each range of PPRs.

Number of PPRs	Entitled Votes per Member
450 or more	5
350 to 449	4
250 to 349	3
150 to 249	2
1 to 149	1
0	0

Section 5. In all elections, a person must receive a majority of the votes cast (50.1% or more) to be declared the winner.

A. If more than two (2) candidates run for a Board position and a person does not receive a majority of the votes cast, then the person receiving the fewest votes shall drop out and additional votes shall be conducted until a person receives a majority of the votes cast.

B. If three (3) candidates run for a Board position and no person receives a majority of the votes cast and two people are tied for the lowest number of votes, another vote among all three candidates shall be conducted. If a second tie occurs for the lowest number of votes, then a third vote shall be conducted. If a third tie occurs for the lowest number of votes, then the two persons tied with the lowest number of votes shall have a runoff, and the person receiving the fewest votes shall drop out and another vote conducted between the two remaining candidates.

C. If four (4) candidates or more run for a Board position and no person receives a majority of the votes cast and two (or more) persons are tied for the lowest number of votes, then both persons shall drop out and additional votes shall be conducted.

Section 6. Except in the case of voting on the issue of voluntary dissolution of the Association, the procedures for written balloting set forth above may be used in the event the Board decides to conduct a membership vote on other matters.

Section 7. Each elected member of the Board of Directors is elected to a two (2) year term in alternating years as follows:

<u>Odd Years</u>	<u>Even Years</u>
President	Executive Vice-President
Secretary	Treasurer
Growth and Retention Vice-President	Discipline/Appeals Vice-President
Adaptive Section Vice-President	Girls Section Vice-President
Adult Section Vice-President	House/Rec Section Vice-President
High School Section Vice-President	Tier Section Vice-President

Section 8. The positions of President, Executive Vice-President, Secretary, Treasurer, Discipline/Appeals Vice-President, Growth and Retention Vice-President shall be elected by the following procedure. Each Member Representative is entitled to vote their respective votes for each position up for election from those nominated for each position in the general election.

Section 9. The Adaptive Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field adaptive hockey teams is entitled to vote their respective votes for the Adaptive Section Vice-President from those nominated for the position in the general election.

Section 10. The Adult Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field adult hockey teams is entitled to vote their respective votes for the Adult Section Vice President from those nominated for the position in the general election.

Section 11. The Girls Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field girls hockey teams is entitled to vote their respective votes for the Girls Section Vice President from those nominated for the position in the general election.

Section 12. The High School Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field high school hockey teams is entitled to vote their respective votes for the High School Section Vice-President from those nominated for the position in the general election.

Section 13. The House/Rec Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field house/rec (non-Tier) hockey teams is entitled to vote their respective votes for the House/Rec Section Vice-President from those nominated for the position in the general election.

Section 14. The Tier Section Vice-President shall be elected by the following procedure. Each Member Representative of Members approved by CAHA to field Tier I and II youth hockey teams is entitled to vote their respective votes for the Tier Section Vice-President from those nominated for the position in the general election.

Article 11 – Meetings

Section 1. The annual meeting of the Members is to be held in May each year, at a location within the State of Colorado specified by the Board of Directors. Copies of these bylaws, written policies and procedures, and other governing documents shall be available to Members at the annual meeting.

Section 2. Regular meetings of the Board of Directors shall be held in February, May, August, and November of each calendar year. Special meetings of the Board may be called by the President or by five (5) or more Members of the Board. The Business to be conducted at any Special Meeting shall be limited to the purposes specified in the notice thereof, and to such additional matters as the Chair of the Special Meeting may rule to be germane to such purposes. The Board may meet in-person, by conference call, or video or internet conferencing as determined by the Board.

Section 3. Notice of meetings of the Members or the Board shall be provided as far in advance as practicable, and may be by any means calculated to reach the attendees, including email or mail. Email notice to a Member or members of the Board will be considered complete upon the sending of the email message to the Member Representative at the Representative's email address appearing on the records of CAHA. Each Member and/or Member Representative is responsible for supplying the CAHA Secretary with current contact information for that Member's Member Representative. Unless the President declares that an emergency exists requiring a shorter notice period, the minimum notice for a Members' meeting is ten (10) days prior to the date of the meeting and the minimum notice period for a special meeting of the Board is two (2) days.

Section 4. A quorum is defined as the presence of a simple majority of the Board at the commencement of a meeting. Should a member of the Board leave a meeting after being called to order with a simple majority present, the meeting can continue with official business without a simple majority present.

Article 12 – Vacancies and Removal

Section 1. Vacancies on the Board of Directors shall be filled by appointment of the Board and by a majority vote of the remaining members of the Board present at the meeting called to fill the vacancies. The appointed replacement shall serve until an election for the position can be held.

Section 2. Vacancies in committee positions shall be filled by appointment of the President of the Association. In the event that the vacant position is not a Committee Chair, the President shall consult with the Chair of the committee on the appointment to be made.

Section 3. If a member of the Board of Directors fails or refuses to carry out the responsibilities of his or her position, or if in carrying out those responsibilities, the Board member takes action(s) detrimental to the interests or operations of the Association, that Board member may be removed from

office. Removal by the Board of Directors requires that a written statement of the reasons for the proposed removal be signed by a minimum of two (2) members of the Board of Directors. The Board shall consider the statement and vote on proposed removal at a meeting at which the person proposed to be removed shall have the right to be heard by the Board. Removal requires a 2/3rd's vote of all Directors.

Section 4. If a Board member becomes sick, ill, or otherwise disabled for an extended period of time (3 to 9 months), the Board member shall notify the President of the Board of their situation and prognosis for returning to their duties. Provided the temporally disabled Board member can return within nine (9) months, the Board of Directors shall temporarily fill the position by appointment with a majority vote of the remaining members of the Board present at the meeting called for this purpose. The appointed replacement shall serve in the stead of the temporarily disabled member of the Board until their return to duty, or up to the end of the remaining term of the member, whichever is less.

Article 13 – Amendment of Bylaws

Section 1. Amendments to these bylaws must be proposed by no less than three (3) members of the Board of Directors and approved by two-thirds majority vote of the Board and the Members. For purposes of this Article 13 and for any other matter presented by the Board to the Members for a vote, the voting provisions in Article 10 shall govern.

Section 2. Proposed amendments to these bylaws must be distributed to Members through their Member Representative for review and comments at least thirty (30) days before any vote on the proposed amendments. The distribution of proposed amendments shall announce a date for a meeting at which the amendments will be voted on by the Member Representatives of the Members. The Board shall publish voting procedures in advance of all such meetings, which may include in-person ballot voting, email voting, electronic ballot voting, or voice voting via conference call or video conference.

Article 14 – Dissolution

Section 1. Any voluntary dissolution of the Association shall be governed by and conducted according to the requirements of the Colorado Revised Nonprofit Corporation Act, including any amendatory or successor legislation in effect at the time the issue of voluntary dissolution is considered.

Section 2. Any vote of the Members of the Association taken in connection with consideration of the voluntary dissolution of the Association must be taken at a meeting of the Membership called for that purpose.

Article 15 – Dispute Resolution Procedures

Section 1. Dispute Resolution and Disciplinary Procedures arising between any CAHA Member, Associate Member, Director, Officer, teams, parents, guardians, financial sponsors or any other member will follow the procedures in the CAHA Policies and Procedures and Arbitration provisions of the Bylaws of USA Hockey.

Section 2. Disciplinary matters against CAHA Members and Associate Members as defined in Article 5 will follow the procedures in the CAHA Policies and Procedures and USA Hockey Bylaw 10.

Article 16 – Miscellaneous Provisions

Section 1. In the event that procedural questions arise at meetings of the Members or Board of Directors that are not covered in these bylaws, the President (or a person designated as Parliamentarian of the meeting by the President) shall rule on such questions by reference to Robert's Rules of Order.

Section 2. Members of the Board of Directors of the Association, its officers and committee members, and/or any other person acting on behalf of the Association by delegation of the Board of Directors, shall be indemnified and saved harmless out of the funds of the Association to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, or any amendatory or successor legislation thereto, for any act or failure to act in connection with their activities on behalf of the Association. The Board of Directors shall make commercially reasonable efforts to obtain insurance coverage and is authorized to expend Association funds to purchase insurance covering any such persons against such liability. USA Hockey is to be named as an additional insured under any such policy.

Section 3. CAHA shall maintain general liability, D&O, and crime insurance coverage under insurance policies maintained by USA Hockey. CAHA may purchase, acquire or provide any additional insurance deemed appropriate by the Board of Directors.

CERTIFICATION

The foregoing bylaws of the Colorado Amateur Hockey Association, Inc., are hereby adopted and approved as of the date below written and shall be written immediately as provided herein.

Approved by an affirmative vote of the Board of Directors of the Colorado Amateur Hockey Association this ___ day of _____, 2023.

Signed:

Brian Smith
President, CAHA
Date: _____

Attest:

Anda Craven
Secretary
Date: _____