BYLAWS

OF

SALMON HOCKEY ASSOCIATION

ARTICLE 1 — NAME, OFFICES, AND AFFILIATION

Section 1. Name

The name of the corporation is Salmon Hockey Association, Incorporated, referred to in these Bylaws as the “Association” or “SHA.”

Section 2. Offices

The Association shall maintain its principle office and mailing address as determined by the Board of Directors. The Board may change the principal office or mailing address by resolution.

Section 3. Affiliation

The Association shall maintain its affiliation with USA Hockey, Inc. (“USA Hockey”), the Idaho Amateur Hockey Association (“IAHA”), and the Montana Amateur Hockey Association (“MAHA”) as applicable.

The Association, its Board of Directors, members, coaches, managers, officials, volunteers, and participants shall comply with all applicable governing documents, rules, regulations, policies, SafeSport requirements, playing rules, and decisions of USA Hockey, IAHA, and MAHA.

In the event of a conflict between these Bylaws and a mandatory requirement of USA Hockey, IAHA, or MAHA, the applicable USA Hockey, IAHA, or MAHA requirement shall control to the extent required.

ARTICLE 2 — PURPOSE AND TAX-EXEMPT STATUS

Section 1. Purpose

The Association is organized and operated exclusively for charitable, educational, and recreational purposes, including:

1. Fostering, promoting, and improving amateur hockey;
2. Providing opportunities for youth and amateur athletes to participate in hockey;
3. Promoting sportsmanship, teamwork, respect, integrity, enjoyment, and player development;

4. Supporting the development of players, coaches, officials, managers, administrators, and volunteers;
5. Cooperating with USA Hockey, IAHA, MAHA, the Rocky Mountain District, and other organizations whose activities further the purposes of the Association; and
6. Performing other lawful activities reasonably necessary or desirable to accomplish these purposes.

Section 2. Nonprofit Operation

The Association shall be operated on a nonprofit basis and shall not be organized or operated for the private benefit or pecuniary gain of any member, Director, officer, or other private person.

No substantial part of the activities of the Association shall consist of attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, except to the extent permitted by applicable law.

Section 3. Tax-Exempt Status

The Association shall operate consistently with Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding provision of future federal tax law, and applicable Idaho law.

ARTICLE 3 — MEMBERSHIP AND VOTING

Section 1. Membership

Membership shall consist of individuals registered with the Association and participating in Association programs in accordance with applicable Association, USA Hockey, IAHA, and MAHA requirements.

The membership year shall be September 1 through August 31 unless otherwise established by the Board.

Section 2. Registered Players

A “Registered Player” is an individual who is properly registered with the Association, USA Hockey, and, when applicable, IAHA and/or MAHA, and who participates in an Association program, team, competition, or other hockey activity.

All Registered Players shall comply with these Bylaws and all applicable Association, USA Hockey, IAHA, SafeSport, and conduct requirements.

Section 3. Voting Members

For purposes of Association elections and membership votes, each family with one or more Registered Players under the age of eighteen (18) shall be entitled to one vote.

The voting representative for a minor Registered Player shall be a parent or legal guardian designated during the registration process.

A Registered Player who is eighteen (18) years of age or older shall be entitled to vote individually and shall not require a parent or guardian to exercise voting rights.

A family shall not receive more than one general membership vote regardless of the number of minor Registered Players in the family.

Section 4. Division Representative Voting

Each voting family with a Registered Player in a particular division shall be entitled to one vote for the Division Representative.

A family with Registered Players in more than one division may cast one vote in each division in which it has a Registered Player.

The Registrar shall certify the eligible voters for each division.

Section 5. Dues and Fees

Members shall pay all dues, registration fees, assessments, and other charges established by the Board.

The Board may establish different fees based on age division, program, registration status, or other reasonable criteria.

Section 6. Good Standing

A member shall be considered in good standing when the member has satisfied applicable registration, payment, conduct, SafeSport, and other requirements established by the Association and applicable governing organizations.

The Board may suspend or restrict membership privileges for failure to remain in good standing, subject to applicable disciplinary and due-process requirements.

ARTICLE 4 — BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors (“Board”) shall have general authority and responsibility for management of the Association.

The Board may take all lawful actions reasonably necessary to carry out the purposes of the Association, subject to the Articles of Incorporation, these Bylaws, applicable law, and mandatory USA Hockey, IAHA, and MAHA requirements.

Section 2. Composition

The Board shall consist of up to eleven (11) voting Directors, consisting of:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer;
5. Registrar; and
6. Up to six (6) Division Representatives representing:
    - 6U/8U;
    - 10U;
    - 12U;
    - 14U;
    - High School; and
    - Girls.

The Board shall strive to maintain representation from all divisions. Vacant positions shall not prevent the Board from conducting business so long as a quorum is present.

Section 3. Division Representatives

Each Division Representative shall represent the interests of the Association as a whole and shall not act solely for the benefit of the Representative's division.

Division Representatives shall participate in all Board matters and shall have the same voting rights as other Directors.

Section 4. Eligibility

Directors and officers must satisfy all eligibility requirements imposed by applicable law, USA Hockey, IAHA, MAHA, and the Association.

When required for the position, Directors and officers shall maintain current USA Hockey registration, background screening, SafeSport training, and other required certifications.

Section 5. Combined Offices

The Board may combine two offices other than President and Vice President when necessary to conduct the business of the Association.

An individual holding two offices shall nevertheless have only one vote on the Board.

Section 6. Duties of the Board

The Board shall:

1. Establish policies and procedures consistent with these Bylaws;
2. Approve budgets and oversee Association finances;
3. Establish fees and assessments;
4. Appoint committees and other volunteer positions;
5. Enter into contracts and agreements;
6. Hire personnel when appropriate;
7. Oversee Association programs and activities;
8. Maintain compliance with applicable law and governing hockey organizations; and
9. Perform all other duties reasonably necessary to manage the Association.

Section 7. Compensation

Directors and officers shall serve without compensation for their service as Directors or officers.

The Association may reimburse reasonable, documented expenses incurred on Association business when authorized under Board policy.

Section 8. Removal

An elected Director or officer may be removed from office for cause by the Board upon reasonable notice and an opportunity to be heard, subject to applicable law and USA Hockey or IAHA requirements.

Removal shall require a two-thirds (2/3) affirmative vote of the Directors then in office, unless a greater vote is required by law or the Articles of Incorporation.

ARTICLE 5 — OFFICERS

Section 1. Officers

The officers of the Association shall be:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer; and
5. Registrar.

The officers shall constitute the Executive Committee of the Board.

Section 2. President

The President shall:

1. Preside at meetings of the Board;
2. Serve as the principal representative of the Association;
3. Provide leadership for the Association;
4. Ensure that Board decisions are implemented;
5. Work with the Secretary to prepare meeting agendas;
6. Represent the Association at applicable USA Hockey, IAHA, and other organizational meetings; and
7. Perform other duties assigned by the Board.

The President may not simultaneously serve as a Division Representative.

Section 3. Vice President

The Vice President shall:

1. Assist the President;
2. Perform the duties of the President during the President's absence or inability to serve;
3. Oversee programs or activities assigned by the Board or President;
4. Oversee the Rink Staff;
5. Coordinate the Association's annual election process; and
6. Perform other duties assigned by the Board or President.

Section 4. Secretary

The Secretary shall:

1. Provide required notices of meetings;
2. Prepare or coordinate meeting agendas with the President;
3. Maintain accurate minutes of official meetings;
4. Maintain official corporate records;
5. Maintain the official copy of these Bylaws and amendments;
6. Maintain other records assigned by the Board; and
7. Perform other duties assigned by the Board.

Section 5. Treasurer

The Treasurer shall:

1. Maintain accurate financial records;
2. Oversee the deposit of Association funds;
3. Oversee authorized disbursements;
4. Provide regular financial reports to the Board;
5. Coordinate required tax filings and financial reports;
6. Maintain appropriate financial controls;
7. Coordinate financial reporting required by USA Hockey, IAHA, or other governing organizations; and
8. Perform other financial duties assigned by the Board.

The Treasurer shall be an authorized signatory on Association accounts. The Board may designate additional authorized signatories.

The Board may require appropriate fidelity or crime coverage for persons with financial responsibilities when reasonably available.

Section 6. Registrar

The Registrar shall:

1. Attend annual state registrar meetings;
2. Maintain Association registration records;
3. Coordinate registration with USA Hockey, IAHA, and MAHA;
4. Verify participant eligibility and registration status;
5. Maintain required registration records; and
6. Perform other duties assigned by the Board.

Section 7. Officer Eligibility

A candidate for President or Vice President should have at least two (2) years of prior service in the last five (5) years to the Association in a Board, officer, or other substantial leadership position.

If no qualified candidate satisfying the experience requirement is available, the Board may approve an otherwise qualified candidate.

A candidate for Treasurer shall have sufficient knowledge of basic bookkeeping, financial controls, and financial record retention requirements to perform the duties of the office.

ARTICLE 6 — ELECTIONS, TERMS, AND VACANCIES

Section 1. Elections

The election of officers and Division Representatives shall occur at the Annual Meeting.

Elections shall be conducted in accordance with these Bylaws and procedures established by the Board.

Section 2. Terms

The anticipated election schedule shall be:

Odd-numbered years:

- President;
- 10U Division Representative;
- 14U Division Representative; and
- High School Division Representative.

Even-numbered years:

- Vice President;
- 8U Division Representative;
- 12U Division Representative; and
- Girls Division Representative.

Three-year terms:

- Secretary;
- Treasurer;
- Registrar.

If necessary to establish or restore staggered terms, the Board may assign an initial term of one year to a position.

Section 3. Assumption of Office

Newly elected Directors and officers shall assume office at the conclusion of the Annual Meeting unless the Board specifies otherwise.

Section 4. Nominations

Nominations for open elected positions shall be submitted at least 30 days before the Annual Meeting date.

The Board shall establish reasonable procedures governing nominations, ballots, write-in candidates, uncontested elections, and election administration.

Section 5. Vacancies

A vacancy in an elected Director or officer position may be filled by the Board for the remainder of the unexpired term.

Whenever practicable, a vacancy in a Division Representative position should be filled by a qualified member associated with that division.

A person appointed to fill a vacancy shall serve until the expiration of the unexpired term or until a successor is elected, as applicable.

Section 6. Presidential Succession

If the President resigns, is removed, becomes unable to serve, or otherwise vacates the office, the Vice President shall serve as President for the remainder of the unexpired term.

If the Vice President is unable or unwilling to serve as President, the Board shall elect a qualified Director to serve as President for the remainder of the unexpired term.

A vacancy in the office of Vice President shall be filled by the Board for the remainder of the unexpired term.

ARTICLE 7 — MEETINGS AND VOTING

Section 1. Annual Membership Meeting

The Annual Meeting of the Association shall be held each year in May on a date, time, and location established by the Board. Notice of this meeting shall be provided at least 14 days in advance.

The Annual Meeting is a membership meeting and is separate from any Board meeting that may occur on the same date.

Refer to Article 3 - Section 3, for additional information on voting eligibility.

The Annual Meeting shall include, as appropriate.

1. Voting of Directors and officers whose terms expire;

The Board Meeting which may follow the Annual Meeting may include, as appropriate:

1. Reports from officers;
2. Financial reporting;
3. Consideration of properly noticed membership business;
4. Other business properly brought before the membership; and
5. Announcements of newly elected officers to be held at the end.

Section 2. Regular Board Meetings

The Board shall meet regularly at times and locations established by the Board and shall hold at least ten (10) regular Board meetings during each fiscal year.

Section 3. Special Board Meetings

Special Board meetings may be called by the President or by at least three (3) Directors.

Section 4. Notice

Notice of the Annual Meeting shall be provided to voting members at least thirty (30) days before the meeting.

Notice of a regular Board meeting shall be provided to Directors in accordance with procedures established by the Board.

Notice of a special Board meeting shall generally be provided to Directors at least forty-eight (48) hours before the meeting, unless a shorter period is permitted by applicable law or is reasonably necessary because of an emergency.

Section 5. Electronic Participation

Directors may participate in meetings by telephone, videoconference, or other electronic means that permit them to communicate simultaneously.

Participation through an authorized electronic method shall constitute presence at the meeting.

Section 6. Quorum

A majority of the Directors then in office shall constitute a quorum.

Vacant positions shall not be counted when determining the number of Directors then in office.

No Board action requiring a vote may be taken without a quorum.

Section 7. Voting

Each Director shall have one vote.

Unless otherwise provided by these Bylaws, an action of the Board requires the affirmative vote of a majority of Directors present at a meeting at which a quorum exists.

Proxy voting by Directors shall not be permitted.

Section 8. Membership Voting

Unless otherwise provided by these Bylaws, membership actions shall be decided by a majority of votes cast by voting members present and entitled to vote at a properly noticed membership meeting.

Section 9. Member and Public Comment

Board meetings shall be open to Association Members unless the Board enters executive session or otherwise restricts attendance as permitted by law.

The Board welcomes public comment. Each speaker is limited to a maximum of three (3) minutes. Public comments will not receive board action unless the matter is listed on the meeting agenda as an actionable item. Comments on items not listed for action may be noted for consideration at a future meeting.

Section 10. Executive Session

The Board may enter executive session when appropriate to discuss confidential personnel matters, disciplinary matters, legal matters, sensitive participant matters, or other matters for which confidential discussion is reasonably necessary.

The Board shall take formal action in open session when required by applicable law or these Bylaws.

Section 11. Parliamentary Procedure

Robert's Rules of Order Newly Revised shall govern parliamentary questions not addressed by these Bylaws and not inconsistent with the Articles of Incorporation, applicable law, or applicable USA Hockey or IAHA requirements.

ARTICLE 8 — COMMITTEES AND APPOINTED POSITIONS

Section 1. Committees

The Board may establish standing or temporary committees as necessary to accomplish the purposes of the Association.

The Board shall determine each committee's purpose, authority, membership, chairperson, and reporting responsibilities.

Committees shall have no authority to bind the Association unless such authority has been expressly delegated by the Board.

Section 2. Appointed Positions

The Board may appoint coordinators, managers, representatives, chairs, and other volunteers as needed.

Appointed positions do not constitute Board membership and do not carry voting rights solely by virtue of appointment.

The Board may establish, modify, combine, or eliminate appointed positions as Association needs change.

Section 3. Potential Appointed Positions

The Association may maintain positions including, but not limited to:

1. Fundraising/Grant Director;
2. Rink Manager;
3. Ice Technician;
4. SafeSport Coordinator;
5. Coaches Representative;
6. Disciplinary Chairperson;
7. Snack Shack Coordinator;
8. Equipment Room Manager;
9. Volunteer Coordinator;
10. Advertising Manager;
11. Referee Representative;
12. Referee Scheduler and
13. Tournament Director.

ARTICLE 9 — FINANCES, RECORDS, AND CONFLICTS OF INTEREST

Section 1. Fiscal Management

The Board shall oversee the financial affairs of the Association and shall establish appropriate financial controls.

All projects with an anticipated cost exceeding $5,000 must obtain multiple bids and receive review and approval from the Salmon Hockey Board of Directors prior to authorization. One Board member will be appointed to oversee the project and ensure all bids, approvals, contracts, invoices, and related records are properly documented and retained. Any substantial changes to the project scope or approved budget must be submitted to the Board for approval before proceeding.

Association funds shall be maintained in accounts approved by the Board.

Section 2. Budget

The Board shall approve an annual operating budget or other financial plan appropriate to the Association's activities and goal of maintaining one year of operating expenses in reserves.

Section 3. Disbursements

Association funds shall be disbursed only for authorized Association purposes and in accordance with Board-approved procedures.

The Board may establish dollar thresholds requiring additional approval or multiple authorized signatures.

Section 4. Financial Reports

The Treasurer shall provide financial reports to the Board at regular intervals established by the Board and shall provide an annual financial report to the membership.

Section 5. Records

Association books, records, financial records, minutes, membership records, electronic records, and other corporate records are the property of the Association and shall be maintained for Association purposes.

Upon leaving office or otherwise ceasing to perform Association duties, Directors, officers, and volunteers shall return Association records and property in their possession.

Section 6. Inspection of Records

Members may inspect Association records to the extent provided by applicable law and subject to reasonable procedures established by the Board concerning time, place, manner, confidentiality, and protection of sensitive information.

Section 7. Conflict of Interest

A Director, officer, committee member, or other person acting on behalf of the Association shall disclose any actual or potential conflict of interest concerning a matter before the Association.

A person with a conflict may be required to refrain from participating in discussion or voting on the matter.

All conflicts of interest will be addressed on an individual basis by the Board.

Section 8. Private Benefit

No Director, officer, member, or other private person shall receive an improper private benefit from Association activities or assets.

Reasonable reimbursement of authorized expenses and other payments permitted by applicable law shall not constitute prohibited private benefit.

ARTICLE 10 — CONDUCT, DISCIPLINE, AND DISPUTE RESOLUTION

Section 1. Standards of Conduct

All members, players, parents, guardians, coaches, managers, officials, volunteers, Directors, officers, and guests participating in Association activities shall conduct themselves in a respectful, sportsmanlike, and nonabusive manner.

All participants shall comply with applicable Association policies, USA Hockey rules, IAHA rules, MAHA rules, SafeSport requirements, rink rules, and applicable law.

Section 2. Code of Conduct

The Board shall maintain a Code of Conduct establishing standards applicable to participants and may establish additional conduct policies in the Association Handbook.

Section 3. Discipline

The Board or an authorized disciplinary body may take appropriate action in response to violations of these Bylaws, Association policies, the Code of Conduct, USA Hockey, IAHA, or MAHA requirements, or applicable law.

Disciplinary action may include warnings, restrictions, suspension, removal from Association activities, or other appropriate sanctions.

Section 4. Notice and Opportunity to Be Heard

Except where immediate action is permitted or required by applicable USA Hockey, SafeSport, IAHA, MAHA, or legal requirements, a person subject to disciplinary action shall receive reasonable notice of the allegations and an opportunity to be heard before final disciplinary action is imposed.

Section 5. Summary Suspension

The Association may impose a temporary or summary suspension when permitted or required by applicable USA Hockey, SafeSport, IAHA, MAHA, or legal requirements.

Any subsequent hearing or appeal shall be conducted in accordance with the applicable governing procedures.

Section 6. USA Hockey, IAHA, and MAHA Procedures

Disciplinary matters, grievances, appeals, eligibility matters, and disputes involving USA Hockey-, IAHA-, or MAHA- sanctioned activities shall be handled in accordance with applicable USA Hockey, IAHA, and MAHA procedures.

Association participants shall comply with applicable internal dispute-resolution and appeal procedures to the extent required by law and governing rules.

Section 7. Authority of Officials and Facilities

Nothing in these Bylaws limits the authority of referees, rink management, tournament officials, or other authorized personnel to address inappropriate conduct occurring during Association activities.

ARTICLE 11 — INDEMNIFICATION, INSURANCE, AND COMPLIANCE

Section 1. Indemnification

To the fullest extent permitted by applicable law, the Association shall indemnify its Directors, officers, employees, and authorized volunteers for actions taken in good faith on behalf of the Association, subject to the limitations imposed by law and these Bylaws.

The Association shall also comply with any applicable indemnification obligations required by USA Hockey, IAHA, or MAHA.

Section 2. USA Hockey Indemnification

To the extent required by applicable USA Hockey membership or affiliate agreements, the Association shall indemnify and hold harmless USA Hockey and its authorized representatives from claims arising from acts or omissions of the Association, subject to the limitations and exceptions contained in the applicable USA Hockey governing documents.

Section 3. Insurance

The Association shall maintain insurance appropriate to its activities and as required by applicable law, USA Hockey, IAHA, MAHA or other governing organizations.

The Association may obtain additional insurance coverage as determined by the Board.

Section 4. SafeSport and Participant Protection

The Association shall comply with applicable USA Hockey SafeSport requirements and shall maintain policies addressing participant safety, abuse prevention, misconduct, reporting, screening, and related matters.

Where applicable, Association policies shall be consistent with federal and Idaho law.

Section 5. Compliance

The Board shall oversee compliance with the Articles of Incorporation, these Bylaws, applicable law, and mandatory USA Hockey, IAHA, or MAHA requirements.

ARTICLE 12 — AMENDMENTS AND DISSOLUTION

Section 1. Amendments to the Bylaws

Amendments to these Bylaws may be proposed by:

1. The Board of Directors; or
2. A written petition signed by at least ten percent (10%) of voting members or twenty-five (25) voting members, whichever is fewer.

Proposed amendments shall be provided to voting members at least thirty (30) days before the membership meeting at which the amendments will be considered.

Amendments require the affirmative vote of two-thirds (2/3) of voting members present and entitled to vote at a properly noticed membership meeting, unless a greater vote is required by applicable law or the Articles of Incorporation.

No amendment may conflict with the Articles of Incorporation, applicable law, or mandatory USA Hockey, IAHA, or MAHA requirements.

Section 2. Review of Bylaws

The Board shall review these Bylaws annually in September, or when significant changes occur in applicable law or governing hockey requirements.

The Board may also review the Association Handbook and policies annually.

Section 3. Association Handbook and Policies

The Board may adopt policies, procedures, rules, and a Handbook governing the day-to-day operations of the Association.

Such policies shall be consistent with the Articles of Incorporation, these Bylaws, applicable law, and mandatory USA Hockey, IAHA, and MAHA requirements.

In the event of a conflict, the Articles of Incorporation and these Bylaws shall control over Association policies, except where a mandatory external legal or governing-organization requirement applies.

Section 4. Dissolution

Upon dissolution of the Association, after payment or provision for payment of all liabilities and obligations, the remaining assets shall be distributed exclusively for one or more purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding provision of future federal tax law.

The remaining assets shall be distributed to one or more organizations then qualifying as exempt under Section 501(c)(3), or to another recipient permitted by applicable law, as determined by the Board and consistent with the Association's Articles of Incorporation.

No assets shall be distributed to any Director, officer, member, or private person except as permitted by applicable law in satisfaction of a legitimate obligation.

CERTIFICATION OF ADOPTION

These Amended and Restated Bylaws of **Salmon Hockey Association, Incorporated** were adopted by the Association in accordance with the Articles of Incorporation and applicable law.

Date Adopted: _____

Effective Date: _____

Secretary: _____

Date: _____

President: _____

Date: _____

Vice President: _____

Date: _____

Treasurer: _____

Date: _____

Registrar: _____

Date: _____