



AMENDED AND RESTATED BYLAWS OF

**HOUSTON JUNIOR AEROS
HOCKEY ASSOCIATION, INC.**

March 22, 2019

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Article I. INTRODUCTION

1.01 PURPOSE

The Houston Junior Aeros Hockey Association, Inc., also doing business as the Houston Wild Hockey Club (the “**Association**”) shall provide a forum to promote and develop ice hockey for youth (ages eighteen (18) years and under) in Houston, Texas, by developing character, sportsmanship, and physical fitness among such youth; promoting, encouraging, and improving the standard of amateur ice hockey; associating with other ice hockey associations; and conducting an amateur ice hockey program consistent with the rules and regulations of the Texas Amateur Hockey Association (“**TAHA**”) and USA Hockey, Inc. (“**USAH**”).

1.02 NOT-FOR-PROFIT

The Association is a not-for-profit corporation organized pursuant to the laws of the State of Texas and exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986 as amended.

1.03 MEMBERSHIP

Members of the Association (the “**General Members**”) shall include:

- (a) players, or if a player is under the age of 18, a parent and/or guardian of such minor player, who meets all registration criteria of USAH and who are duly registered to play on a team sponsored by the Association (a “**Team**”) during any given season (“**Players**”);
- (b) non-parent head or assistant coaches or such other non-parent individuals who may, from time to time, be selected to participate as coaches or volunteers with the Association; and
- (c) any member of the Board of Directors of the Association as described in Article III (the “**Board**”).

1.04 ANNUAL MEETING

The Association shall hold an annual meeting (the “**Annual Meeting**”), which shall be held at a date and time selected by the Board but not earlier than the first Monday in September and not later than the first Monday of October. Written notice of the Annual Meeting (the “**Notice of Annual Meeting**”) shall be delivered to the General Members at least thirty (30) days prior to the date of the Annual Meeting.

1.05 ADDITIONAL MEETINGS

Additional meetings attended by General Members may be called by either the President of the Association (the “**President**”) or the Secretary of the Association (the “**Secretary**”) upon the written request of at least one-third (1/3) of the Team Commissioners (as defined in Section 2.01). Written notice of meetings described in this Section 1.05 shall be delivered to the General Members at least twenty-four (24) hours prior to the time of such meeting.

1.06 NOTICE OF BYLAWS

These Amended and Restated Bylaws (the “**Bylaws**”) shall be posted on the official website of the Association.

1.07 REGISTERED OFFICE

The registered office of the Association shall be located in the Houston metropolitan area at such place as may be determined, from time to time, by the Board.

Article II. TEAM COMMISSIONERS

2.01 ELECTION OR APPOINTMENT OF TEAM COMMISSIONERS

Upon finalizing rosters for an upcoming season, each Team shall elect or appoint, in any manner they see fit, one (1) General Member acting as such pursuant to Section 1.03(a) to represent such Team at the Annual Meeting (the “**Team Commissioner**”). In the case of more than one (1) General Member seeking to represent a Team as its Team Commissioner, the head coach of such Team shall determine which General Member will act as Team Commissioner. Such elections or appointments shall be made no later than fourteen (14) days prior to the Annual Meeting.

Should a Team Commissioner become unable to attend the Annual Meeting, the head coach may authorize another General Member acting as such pursuant to Section 1.03(a) to act as the Team Commissioner.

The number of Team Commissioners shall be equal to the number of Teams in the upcoming season.

2.02 POWERS OF THE TEAM COMMISSIONERS

The primary purpose of the Team Commissioners is to elect individuals to serve on the Board as set forth in Article IV.

With the exception of a vote required for the possible amendment of these Bylaws pursuant to Article XIV, this is the single time that the Team Commissioners shall exercise any regular voting privileges; provided, however, that the Board may present any matter on which it would otherwise vote as a board of directors to the Team Commissioners who, along with each Director, shall each be entitled to cast one (1) vote upon the matter. Prior to any matter being put to the Team Commissioners for voting purposes as herein described, a minimum of two-thirds (2/3) of the Board must agree to do so. The result of any matter voted upon by the Team Commissioners and the Board together shall be binding upon the Association and the Board. For any matter voted on by the Team Commissioners, a minimum of two-thirds (2/3) is required for approval.

2.03 TERM, REMOVAL & VACANCIES OF TEAM COMMISSIONERS

A Team Commissioner shall hold such position until his successor is thereby elected or appointed pursuant to Section 2.01 or until his death, resignation, or removal. Any Team Commissioner may resign at any time upon giving thirty (30) days' advance written notice to the Board. A vacancy by a Team Commissioner prior to the end of his term may be filled by appointment by the Team that the vacating Team Commissioner represented. Any Team Commissioner appointed by the Team to fill a vacancy shall be appointed for the unexpired term of his predecessor.

Article III. BOARD OF DIRECTORS

3.01 COMPOSITION

The Board shall be comprised of a number of individuals, which may vary from year to year. At any given time, there shall not be more than two (2) Board members with Players on or from any one (1) Team exclusively, or not more than four (4) Board members who do not have Players on any Team. Notwithstanding the foregoing:

- (a) the Board shall include the following individuals:
 - (i) those elected to the Board by the Team Commissioners pursuant to Section 4.12;
 - (ii) those so elected by the Board to serve as the Director of Hockey and the Director of Player Development and Outreach pursuant to Section 6.01;
- (b) the Board may include not more than two (2) Members-at-Large in accordance with and as defined in Sections 6.01(c) and 6.04;
- (c) the Board may include the Past President in accordance with and as defined in Section 6.05; and
- (d) any Board member who is elected or appointed pursuant to Article V or Article VI while having a Player on a Team and who subsequently ceases to have a Player on a Team may, at their election and with the approval of the majority of the Board, remain as a Board member until their term ends pursuant to Section 3.10, regardless of whether the result would be more than four (4) Board members who do not have Players on any Team.

3.02 DIRECTORS

Each individual serving on the Board pursuant to Articles V and VI shall be a director of the Association (a “**Director**”).

3.03 SUPPORT PERSONNEL AS DIRECTORS

The ice scheduler, registrar or apparel coordinator of the Association (collectively, “**Support Personnel**”) may serve as a Director; provided, however, that such individual may not serve as the Controller or Treasurer.

3.04 DIRECTORS AS HEAD COACHES AND TEAM MANAGERS

No Director may simultaneously serve as the manager of any Team as described in Section 10.06 or as the head coach of any Team.

3.05 OFFICERS

The President, Vice President(s), Secretary, Treasurer and Controller (all as described in Article V) shall be considered officers of the Association.

3.06 POWERS OF THE BOARD

The business and affairs of the Association shall be managed by the Board, which may exercise all such powers of the Association and do all such acts allowed by law, the Articles of Incorporation of the Association (the “**Articles of Incorporation**”), or these Bylaws and shall have final authority over all matters pertaining to the administration of the Association.

3.07 VOTING POWER OF DIRECTORS

Each Director shall have one (1) vote on matters that come before the Board for decision regardless of the number of Directorships he holds.

3.08 DIRECTORS’ CONFLICTS OF INTEREST

All Directors must abide by the Conflict of Interest Policy attached as Schedule A hereto and made a part of these Bylaws. Such conflicts may include, but are not limited to, monetary benefits to such individual or his interests as a result of the actions or business of the Association.

3.09 CONFLICT OF INTEREST

To the extent that any conflict of interest arises which involves a Director, such Director shall not participate in the discussion of the issue nor any related vote. Notwithstanding the foregoing, such Director who has a conflict of interest may be called upon by the Board to give input to such issue.

3.10 TERM AND REMOVAL OF DIRECTORS

Each Director shall hold office from the date of his election by the Team Commissioners or his appointment by the Board, as the case may be, until the election of his successor at a subsequent Annual Meeting, or until his successor is otherwise elected or appointed, or until his death, resignation, or removal. Any Director may be removed by a minimum of two-thirds (2/3) vote of the Board whenever, in the Board's judgement, the best interests of the Association will be thereby served.

3.11 RESIGNATION OF DIRECTORS

Any Director may resign at any time upon giving thirty (30) days’ advance written notice to the Board.

3.12 VACANCIES ON THE BOARD

Following the death, resignation, or removal of any Director, a successor may be elected by majority vote of the Board, regardless of whether the vacated Directorship had been filled pursuant to Section 4.12. Any Director so elected to fill a vacancy shall be so appointed for the unexpired term of his predecessor.

Article IV. PROCEDURES FOR NOMINATIONS AND ELECTIONS

4.01 DISTRIBUTION OF NOMINATION PROCEDURES

Along with the Notice of Annual Meeting, the Board shall distribute to all General Members the procedure as set forth in this Article IV for submitting nominations for the directorships described in Section 4.12 (the “**Elected Directorships**”) and a description of each Elected Directorship including the qualifications set forth in Sections 4.03, 4.04 and 4.05.

4.02 FORM OF NOMINATIONS

The Board may determine, from time to time, the acceptable form of nominations for Elected Directorships, provided that such form must be communicated to the General Members along with distribution of the Notice of Annual Meeting. The form of nomination must include:

- (a) A statement of the qualifications of the nominee with respect to Sections 4.03, 4.04 and 4.05 as appropriate;
- (b) A statement of any potential conflicts of interest between the nominee’s personal or business interests and the interests of the Association; and
- (c) The Elected Directorship for which the General Member seeks nomination or alternatively, whether the nominee will serve in any Elected Directorship deemed suitable by the Board in developing a slate of nominees pursuant to Section 4.07.

4.03 QUALIFICATIONS OF ALL NOMINEES

All nominees for Elected Directorships:

- (a) Must be a General Member not prohibited from serving on the Board by Sections 3.03 or 3.04 or by any other section of these Bylaws;
- (b) Must be in good financial standing with the Association;
- (c) Cannot have been previously removed as a Director pursuant to Section 3.10; and
- (d) Cannot have been subject to disciplinary action by the Association, any league in which the Association is a member, TAHA or USAH within the last two (2) years.

(collectively, the “**Qualifications**”)

4.04 QUALIFICATIONS OF NOMINEES FOR PRESIDENT

In addition to the Qualifications, all nominees for the position of President must have served on the Board for at least the previous six (6) months, provided that if no such qualified person is willing to serve as President, then a General Member who meets the Qualifications may be nominated for and elected to the position of President.

4.05 QUALIFICATIONS OF NOMINEES FOR TREASURER

In addition to the Qualifications, all nominees for the position of Treasurer must have a professional financial or accounting designation or the equivalent professional experience, as determined by the Board in preparing a slate of nominees pursuant to Section 4.07.

4.06 RECEIPT OF INITIAL NOMINATIONS

Nominations for Elected Directorships shall be submitted no later than ten (10) days following the distribution of the Notice of Annual Meeting.

4.07 DEVELOPMENT OF THE SLATE OF NOMINEES

Following receipt of nominations for Elected Directorships, the Board shall meet to develop a slate of nominees for Elected Directorships (the “**Slate of Nominees**”). The Slate of Nominees shall include all persons nominated in accordance with and holding all qualifications set forth in this Article IV. In the event that no nominations of qualified persons are received for any Elected Directorships, the Board shall act as a nominating committee to place one or more names on the Slate of Nominees for such Elected Directorship(s).

4.08 NOMINEES FOR VICE PRESIDENT

In accordance with Section 4.12, the Board must include one (1) but not more than two (2) Vice Presidents.

In developing the Slate of Nominees:

- (a) if one (1) or less qualified persons are nominated for the position of Vice President, the Board shall be at liberty to determine whether the Slate of Nominees will include more than one (1) nominee for the position of Vice President;
- (b) if two (2) qualified persons are nominated for the position of Vice President, each shall appear on the Slate of Nominees as uncontested nominees for two (2) positions of Vice President; or
- (c) if more than two (2) qualified persons are nominated for the position of Vice President, the Board in its discretion may:
 - (i) include all such nominees as nominees for the positions of Vice Presidents, with the two nominees attaining the most votes serving as Vice Presidents; and/or
 - (ii) include any number of such nominees on the Slate of Nominees as nominees for Elected Directorships for which no nominations of qualified persons were received, after which this Section will apply to the remaining nominees for Vice President.

4.09 DISTRIBUTION OF SLATE OF NOMINEES

The Slate of Nominees shall be distributed to the General Members no later than seven (7) days prior to the Annual Meeting.

4.10 SECONDARY NOMINATIONS

Following distribution of the Slate of Nominees, a General Member may nominate himself for any Elected Directorship, however such nomination (a “**Secondary Nomination**”) must be received no more than forty-eight (48) hours following the distribution of the Slate of Nominees. Secondary Nominations must:

- (a) include a statement of qualifications of the nominee with respect to Sections 4.03, 4.04 and 4.05, as appropriate;
- (b) include a statement of any potential conflicts of interest between the nominee’s personal or business interests and the interests of the Association; and
- (c) specify one (1) Elected Directorship for which the nomination is submitted.

Qualified persons who nominate themselves on Secondary Nominations must be added to the Slate of Nominees for the specified Elected Directorship. No Secondary Nomination shall result in the addition of any Elected Directorship not shown on the Slate of Nominees distributed pursuant to Section 4.09.

Should any Secondary Nomination be submitted that specifies a nomination for the position of Vice President and two or more nominees for the position of Vice President were shown on the Slate of Nominees, all such nominees for Vice

President shall be placed on the final Slate of Nominees (as described in Section 4.11) in accordance with Section 4.08.

4.11 FINAL NOTICE OF SLATE OF NOMINEES

No more than twenty-four (24) hours following the expiration of the time set forth for Secondary Nominations in Section 4.10, the Board shall distribute to the General Members a final Slate of Nominees.

4.12 ELECTION OF DIRECTORS BY TEAM COMMISSIONERS

As the first order of business at the Annual Meeting, the Team Commissioners shall elect individuals to serve as the President; the Treasurer of the Association (the “**Treasurer**”); at least one (1) but no more than two (2) Vice Presidents of the Association (“**Vice Presidents**”); the Controller of the Association (the “**Controller**”); and the Secretary.

4.13 ORDER OF ELECTIONS AT ANNUAL MEETING

The Elected Directorships shall be determined in the following order at the Annual Meeting:

- (a) Elected Directorships for which only one (1) name appears on the Slate of Nominees;
- (b) President (if two (2) or more names appear on the Slate of Nominees);
- (c) Treasurer (if two (2) or more names appear on the Slate of Nominees);
- (d) Vice Presidents (if two (2) or more names appear on the Slate of Nominees for any one (1) Vice President position);
- (e) Controller (if two (2) or more names appear on the Slate of Nominees); then
- (f) Secretary (if two (2) or more names appear on the Slate of Nominees).

4.14 PROCEDURE FOR ELECTION OF ACCLAIMED POSITIONS

Any Elected Directorship for which only one (1) nominee appears on the Slate of Nominees shall be considered acclaimed and shall be affirmed by a show of hands of the Team Commissioners at the Annual Meeting.

4.15 PROCEDURE FOR ELECTION OF CONTESTED POSITIONS

Any Elected Directorships for which more than one (1) name appears on the Slate of Nominees (“**Contested Directorships**”) shall be presented to the Team Commissioners for election by a majority vote, except where the position of the Vice President is contested by more than two (2) nominees, in which case the two (2) nominees with the most votes shall be considered Vice Presidents, in accordance with Section 4.08(c)(i).

Nominees for Contested Directorships shall each be permitted to submit a written statement of their qualifications, which statement shall be distributed to Team Commissioners at or prior to the Annual Meeting.

Votes for Contested Directorships shall be conducted by written ballot, such ballot to be prepared in advance and distributed to the Team Commissioners at the Annual Meeting. Votes shall be counted by the Secretary currently holding such position. In the case of more than two (2) nominees for any Contested Directorship, where no nominee attains a majority of the votes, a run-off election shall be conducted between the two (2) nominees with the most votes. In the case of a tie for any Contested Directorship, the currently sitting President shall cast the tie-breaking vote.

Article V. ELECTED DIRECTORS

5.01 PRESIDENT

The President shall have such powers and duties as are customary to such office including, but not limited to:

- (a) being charged with the general management, oversight, and supervision of the day-to-day affairs and

operations of the Association;

- (b) presiding at all Board Meetings (as defined in Article VII);
- (c) seeing that all orders and resolutions of the Board are carried into effect;
- (d) executing all contracts requiring a signature, under the seal of the Association, except where required or permitted by law or the majority of the Board to be otherwise signed and executed by some other Director or representative of the Association;
- (e) serving as the Association's representative to TAHA and as may be required, to any league in which the Association is a member, unless he designates, from time to time, another Director in his stead;
- (f) supervising the selection and makeup of Teams;
- (g) negotiating agreements for participation of the Association with local and regional leagues;
- (h) being responsible for communications to the General Members;
- (i) representing the Association in meetings or discussions with or concerning other youth hockey associations or leagues;
- (j) being an *ex-officio* member of all Standing Committees formed pursuant to Article VIII;
- (k) ensuring that all Team coaches, Team managers, and all other appropriate personnel and volunteers have passed background checks in compliance with TAHA and USAH policies; and
- (l) performing such acts as may be required to promote the Association and promote the best interest of youth hockey in accordance with the goals and philosophy of the Association.

5.02 VICE PRESIDENT(S)

A Vice President shall perform such other duties and have such other powers as the Board shall prescribe from time to time. The Team Commissioners may elect or the Board may appoint no more than two (2) Vice Presidents, each of whom may be prescribed specific duties and obligations.

Unless otherwise determined by the Board, a Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In circumstances where more than one (1) Vice President is a member of the Board, one (1) such Vice President shall be designated by the Board as the only Vice President able to perform the duties and exercise the powers of the President as prescribed in this Section.

5.03 SECRETARY

The Secretary shall attend all Board Meetings and the Annual Meeting and shall record all the proceedings of such meetings and perform like duties for the Standing Committees when required. The Secretary shall be the custodian of the Association's records, other than the financial records maintained by the Treasurer.

5.04 TREASURER

The Treasurer shall have all such powers and duties as are customary to such office including, but not limited to:

- (a) keeping full and accurate accounts of all receipts and disbursements of the Association;
- (b) maintaining custody of the Association's funds;
- (c) depositing 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;

- (d) disbursing the Association's funds under the direction of the Board and taking proper vouchers therefor;
- (e) rendering a report for review at all meetings of the Board as to the financial position of the Association;
- (f) arranging for the filing of all required tax returns with any governmental authorities; and
- (g) signing for all Association disbursements provided that at all times, another officer shall be designated as an additional signing representative on the Association's accounts; provided, however, that no two (2) signing representatives may be spouses or relatives of one another.

5.05 CONTROLLER

The Controller shall keep full and accurate accounts of receipts and disbursements in books and records belonging to the Association.

The Controller shall also be responsible to collect, review and supervise budget information for each Team, in a manner and at such intervals as determined by the Board from time to time.

Article VI. ADDITIONAL DIRECTORS

6.01 ELECTION OF ADDITIONAL DIRECTORS BY THE BOARD

Following its election at the Annual Meeting, the Board may elect individuals to fill each of the following roles:

- (a) an individual responsible for advising the Association on all hockey related matters as described in Section 6.02 (the "**Director of Hockey**");
- (b) an individual responsible for player development and community outreach as described in Section 6.03 (the "**Director of Player Development & Outreach**"); and
- (c) one (1) or two (2) individual(s) to serve on the Board as members-at-large of the Association in accordance with and as described in Section 6.04 ("**Member(s)-at-Large**").

6.02 ROLE OF THE DIRECTOR OF HOCKEY

The Director of Hockey shall act as an advisor of all hockey-related issues. The scope of the Director of Hockey's advisory role shall include, without limitation, competition, rosters, discipline, player development, equipment, and sanctions, as well as any other related matters as may be requested by the President.

6.03 ROLE OF THE DIRECTOR OF PLAYER DEVELOPMENT & OUTREACH

The Director of Player Development & Outreach shall work with the Board, the Hockey Director, and the Team coaches to organize, promote, and oversee developmental opportunities for the Players in clinic settings such as, but not limited to, goalie clinics, skills clinics, and spring clinics. The Director of Player Development & Outreach shall further encourage and facilitate the Players' participation with and support of the Houston in-house youth hockey system, the Inter-Scholastic Hockey League and local sled hockey programs. The Director of Player Development & Outreach shall further seek to develop youth hockey players not associated with the Association through goalie clinics, skills clinics, and spring clinics when, in his discretion, it is appropriate to do so.

6.04 ROLE OF MEMBERS-AT-LARGE

Any Member-at-Large must be so elected by a minimum of two-thirds (2/3) of the Board at any Board Meeting called in accordance with Section 7.02 and need not be a General Member. At any given time, there may be no more than two (2) Members-at-Large serving on the Board.

Members-at-Large shall hold such office for such term and shall exercise such powers and perform such duties as shall be determined, from time to time, by the Board. Notwithstanding the foregoing, no Member-at-Large shall hold or exercise any power greater than those powers prescribed to Directors pursuant to these Bylaws.

6.05 PAST PRESIDENT AS DIRECTOR

The President, after election of his successor, shall automatically become the past president of the Association (the “**Past President**”) and shall serve as such as a Director on the Board.

6.06 ROLE OF THE PAST PRESIDENT

The Past President’s role is to provide continuity and serve on the Board to ensure a smooth transition to his successor. The role of the Past President will evolve from year to year based on the needs of his successor and the Association. Once a new President is elected, if the Past President chooses not to accept or if the Board so decides he may not accept the position of Past President, the position of Past President will either be vacant or offered to the previous Past President to serve at the leisure of the Board.

Article VII. MEETINGS OF THE BOARD

7.01 FIRST MEETING

The Board shall hold its first meeting as soon as possible after the Annual Meeting but in no event more than fourteen (14) days after the Annual Meeting.

7.02 REGULAR MEETINGS

Regular meetings of the Board (“**Board Meetings**”) may be held from time to time with notice at such time and at such place as may be prescribed by the President. Written notice of Board Meetings shall be delivered to each Director at least one (1) week prior to the date of the meeting. Board Meetings shall be held no less than eight (8) times per calendar year.

7.03 SPECIAL MEETINGS

Board Meetings during which matters requiring approval by two-thirds (2/3) or more of the Board are to be considered and voted upon may be called by either the President or the Secretary upon the written request of at least one-third (1/3) of the Board. Written notice of meetings described in this Section 7.03 shall be delivered to each Director at least twenty-four (24) hours prior to the time of the meeting.

7.04 MEETINGS ATTENDEES

Board Meetings shall be attended only by members of the Board and invited guests.

7.05 QUORUM

A majority of the Board shall constitute a quorum for the transaction of business unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

7.06 APPROVAL OF MATTERS BEFORE THE BOARD

Unless otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, any matter coming before the Board and requiring a vote shall be approved if a majority of the Directors present so vote; provided, however, that a quorum, as described in Section 7.05, is present at such meeting.

7.07 TIE-BREAKING VOTE

Where any matter coming before the Board requiring the approval of the majority of the Board results in a tie-vote, such matter shall be decided by a three (3) person vote amongst the President and both Vice-Presidents. Where any

of the President or Vice-President(s) are unable to vote either in person or pursuant to Section 7.09, or in the case where there is only one (1) Vice-President, any such vacancies amongst the tie-breaking voters shall be filled by Directors in the order they appear in Articles V and VI.

7.08 ACT BY WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted by law, the Articles of Incorporation, or these Bylaws to be taken at a Board Meeting may be taken without a Board Meeting if consented to in writing, setting forth the action so taken, and acknowledged by all of the Directors. Such consent/acknowledgement shall have the same force and effect as a vote at such meeting.

7.09 ACTION WITHOUT A MEETING BY USE OF ELECTRONIC COMMUNICATION

If one (1) or more Director is not physically present at a Board Meeting, but participates in the meeting by use of electronic communications as if present at the meeting, then any action taken at that meeting shall be valid as though such Director(s) were present at the Board Meeting, as long as that action would have otherwise been valid by law, the Articles of Incorporation, or these Bylaws.

7.10 ROBERT'S RULES OF ORDERS

In the event that questions of procedure arise at any meetings of the Association or any Board Meeting that are not covered in these Bylaws, the President (or a General Member designated as parliamentarian of the meeting by the President) has the final authority to rule on such questions by reference to Robert's Rules of Order.

Article VIII. COMMITTEES

8.01 STANDING COMMITTEES

The Board may form any committee that is determined necessary, from time to time, to aid in the operation or promotion of the Association (a "**Standing Committee**"). Members of any Standing Committee shall be appointed by the Board and may include General Members, non-members, or disinterested persons and in such numbers as may, from time to time, be deemed necessary and appropriate by the Board. The President shall choose the chairman of any Standing Committee.

8.02 AUDIT COMMITTEE

The Board shall appoint a Standing Committee which shall be responsible for meeting at least once each calendar year to review the Association's financial status and advising the Board of the results of its review and for obtaining an independent annual audit of the Association's financials.

Article IX. INDEMNIFICATION OF DIRECTORS

9.01 INDEMNIFICATION

Directors, committee members and/or any other person acting on behalf of the Association by delegation of the Board, shall be indemnified and saved harmless out of the funds of the Association to the fullest extent permitted by the Texas Non-Profit Corporation Act, Article 1396-2.22A, Texas Revised Civil Statutes, 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 is authorized to expend Association funds to purchase insurance covering all such persons against such liability.

Article X. GENERAL PROVISIONS

10.01 BOOKS AND RECORDS

The books and records of the Association, both financial and non-financial, are the property of the Association and not of any individual General Member. It is the responsibility of any General Member to return any Association records in their possession to the Board at the conclusion of the term of any such General Member, or whenever such General Member no longer has need of the records in working on matters for the Association.

It is the responsibility of the Board to ensure the return of any Association records in the possession of a General Member at the conclusion of the term of any such General Member, or whenever such General Member no longer has need of the records in working on matters for the Association.

10.02 INSPECTION OF BOOKS AND RECORDS

General Members have the right to inspect the books and records of the Association upon request to the Board, provided however, that the requested inspection must be reasonable in scope and purpose; the inspection must be scheduled not less than fourteen (14) days after the request is made; and the Board may establish reasonable limits on the time, place, and manner of making the records available.

10.03 DISBURSEMENTS

No disbursement of funds shall be made without receiving an invoice or receipt and unless the same has been customarily approved, authorized, and ordered by the Board. All checks of the Association shall be signed by the Treasurer or such other person as the Board may, from time to time, designate; provided, however, that any check or electronic transfer or disbursement of funds exceeding Two Thousand Five Hundred Dollars (\$2,500.00) may, upon the express direction and specification of the Board, from time to time, require the signature of a co-signatory or the approval of the Board, as the case may be.

10.04 COMPENSATION OR REMUNERATION

No Director shall receive compensation for his activities as a Director other than reimbursement, upon presentation of proper vouchers, of actual expenditures incurred on behalf of the Association.

10.05 FISCAL YEAR

The fiscal year of the Association shall begin on July 1st and end on June 30th unless otherwise fixed by resolution of the Board.

10.06 TEAM MANAGERS

Each Team shall appoint a General Member who shall perform those duties necessary and appropriate to assist the Association and Team coaches in the management of such Team; provided, however, that no Director, spouse of the Team's head coach or Support Personnel may serve as such Team manager.

10.07 CONDUCT

All General Members are responsible for conducting themselves in accordance with these Bylaws, rules, codes, policies, guidelines, and procedures of the Association, any league in which the Association is a member, TAHA, and USAH. If any General Member fails to conduct themselves as required herein, the Board has the authority to take appropriate disciplinary action, including but not limited to: the termination of membership or term; the suspension from attending or participating in Association games, practices, or other activities; or such other sanctions as the Board deems necessary and appropriate given the violation of any of the aforementioned bylaws, rules, codes, policies, guidelines, or procedures. Such action by the Board shall be taken only after all concerned parties have been given a reasonable opportunity to be heard by the Board.

Nothing in this Section 10.07 will be construed to alter or limit the authority of officials or rink management addressing any such violation.

In the event that a ruling is made against a General Member pursuant to this Section 10.07, no refund of Association Fees or Team Fees (as defined in Sections 11.01 and 11.02, respectively) shall be made.

Article XI. ASSOCIATION & TEAM FEES

11.01 ASSOCIATION FEES

Based upon a good-faith estimate (using the most applicable, appropriate, and current information available) of the costs to the Association of operating the Association during the ensuing season (which may include but are not limited

to the following: ice costs, cost of officials, league and tournament fees, coaching and game equipment, certain apparel costs and miscellaneous operating costs), the Board shall establish the Association fees for each Team and, therefore, each Player for the upcoming season (“**Association Fees**”). The Association shall further establish dates upon which Association Fees shall be due and owing by each Player.

11.02 TEAM FEES

A Team coach, in his sole discretion and based on a good-faith estimate (using the most applicable, appropriate and current information available) of the costs to the Team of operating the Team during the ensuing season (which may include but are not limited to the following expenses: team meals and team-building events, scrimmage ice and officials, additional ice, team-specific apparel, and tournament fees), may levy equally upon each Player a team fee (“**Team Fees**”). The Team head coach, in consultation with the person appointed to manage such Team pursuant to Section 10.06, shall establish dates upon which Team Fees shall be due and owing by each Player.

11.03 MAINTENANCE OF GOOD STANDING

All Players must pay Association Fees and Team Fees (if applicable) and maintain good financial standing with the Association and their Team at all times. Further, all Players must be in good financial standing with any and all youth hockey associations affiliated with the Association, TAHA and/or USAH. The Board may declare as ineligible to play on a Team any Player who has not maintained good financial standing in accordance with this Section 11.03.

Article XII. DISPUTE RESOLUTION

12.01 PURPOSE

The purpose of these dispute resolution procedures (“**Dispute Resolution Procedures**”) are to:

- (a) provide a reasonable, fair, and exclusive method of resolving any disputes arising within the Association between or among individual General Members, Directors, Teams, Players, Team coaches, parents or guardians, financial sponsors, or any other person or group associated with the Association; and
- (b) provide an administrative process that is a full and complete substitute for any court proceedings or other action in forums outside the Association.

The scope and subject matter of disputes covered by these Dispute Resolution Procedures is intended to be the same as that provided in the arbitration provisions of the bylaws of TAHA and USAH.

12.02 SUSPENSION OR TERMINATION

Any action by any General Member or any person representing or acting on behalf of any General Member, regardless of intent, which may have the effect of avoiding or impairing any aspect of the Dispute Resolution Procedures specifically including, but not limited to, any action resorting to a court or forum other than that established in these Dispute Resolution Procedures, is prohibited and is grounds for the suspension or termination of membership or term in the Association.

12.03 WRITTEN STATEMENT

All disputes must be submitted, in writing, to the Board. The person desiring to bring the dispute to the attention of the Board must include in the written statement:

- (a) a concise statement of the dispute (the “**Dispute**”);
- (b) reference to the Bylaws, rules, codes, policies, guidelines, or procedures of the Association (or, if applicable, any league in which the Association is a member, TAHA or USAH), or the action or decision of the Board, or other person from whose action or decision the dispute arose;

- (c) the names of any other persons involved in the dispute or who may have knowledge of any facts relating to the dispute; and
- (d) the specific relief requested of the Board.

All of the above items considered together shall constitute the “**Dispute Statement**”.

12.04 NOTICE OF HEARING

Upon receipt of the Dispute Statement, the President shall make arrangements for a hearing of the Dispute (the “**Hearing**”). The Hearing must be scheduled within two (2) weeks, if practicable, of the Board’s receipt of the Dispute Statement. The President shall send notice of the date, time and place of the Hearing to and shall invite attendance of all persons named in the Dispute Statement, as well as any other persons necessary for a fair Hearing.

12.05 OPPOSITION

Persons wishing to be heard at the Hearing must notify the President at least three (3) days before the Hearing is scheduled. Persons on the opposing side of the Dispute from the person who brought it to the Board may, but need not, submit a written statement responding to the details of the Dispute Statement. The President has the authority to set reasonable limits on the time allowed for any person to be heard on the Dispute; provided, however, that those persons on opposing sides of the Dispute shall be given substantially equal time to present their positions.

12.06 HEARING PROCEDURES

The President is the presiding member of the Hearing at which at least a quorum of the Board must be present. The Board may take evidence in any form on any matter relevant to the dispute. The rules of evidence that apply in judicial proceedings do not apply to the presentations. The party who brought the Dispute before the Board has the burden of proof. The Board may, in its discretion, record or transcribe the proceedings, but it is not required to do so. If any person desires to have the Hearing recorded or transcribed, the Board will permit such recording or transcription if the requesting person arranges and pays for the recording or transcription.

12.07 DECISION

The Board shall, by majority vote, make its decision on the Dispute at the conclusion of the Hearing (the “**Decision**”). The Board may elect to deliberate in a closed session if the content of the proceeding is of a sensitive nature as determined by the President in his discretion. Within two (2) weeks of the Hearing, the Board will prepare or have prepared a written statement of its Decision.

12.08 APPEAL

The Decision on any Dispute is final; provided, however, that any party aggrieved by the Decision may appeal to TAHA in any manner now or hereafter prescribed by TAHA. In the event that TAHA fails or refuses to act in connection with the Dispute, the aggrieved party may invoke the arbitration provisions of the bylaws of USA Hockey. Any aggrieved party shall have no further or alternate remedy than those set forth in this Section 12.08.

12.09 ACKNOWLEDGEMENT

Each General Member acknowledges that the Association is a not-for-profit organization which such General Member has voluntarily joined. The General Member acknowledges that the Association would suffer irreparable harm if litigation were instituted without complying with the Dispute Resolution Procedures set forth in this Article XII and the dispute resolution procedures of TAHA and/or USAH. Accordingly, each General Member agrees that the execution, electronic or written, of his or his Player’s Player Agreement shall constitute a valid power of attorney for the Association to dismiss with prejudice any and all litigation instituted by any General Member prior to the completion of a Dispute Resolution Procedure and any and all appeals to TAHA and/or USAH. Each General Member further agrees that the Association is entitled to an injunction staying any and all litigation commenced prior to the conclusion of the Dispute Resolution Procedures and the dispute resolution procedures of TAHA and/or USAH.

12.10 NO REFUNDS MADE

In the event that a ruling is made against a General Member pursuant to the Dispute Resolution Procedures, no refund of Association Fees or Team Fees (as defined in Sections 11.01 and 11.02, respectively) shall be made.

Article XIII. INTERPRETATION BY BOARD

13.01 INTERPRETATION

The Association has attempted to anticipate and provide Bylaws, rules, policies, guidelines, and procedures appropriate to ensure the smooth operation of the Association. Undoubtedly, some of these Bylaws, rules, policies, guidelines, or procedures may appear ambiguous, or situations may arise that are not specifically addressed therein. In all such cases, the Board reserves the right to interpret the Bylaws, rules, policies, guidelines, and procedures in the best interests of the Association and has discretion to rule on any issue or implement new Bylaws, rules, policies, guidelines, or procedures to clarify and/or reach resolution, as the case may be.

Article XIV. AMENDMENTS

14.01 AMENDMENTS TO THE BYLAWS

These Bylaws may be amended in writing when approved by a vote of two-thirds (2/3) of the Directors and Team Commissioners combined; provided that any Team Commissioner elected as a Director shall have only one (1) vote in the matter.

Article XV. DISSOLUTION

15.01 VOLUNTARY DISSOLUTION

Any voluntary dissolution of the Association shall be governed by and conducted in accordance with the requirements of the Texas Non-Profit Corporation Act, Article 1396-6.01 through Article 1396-6.06 of the Texas Revised Civil Statutes, including any amendatory or successor legislation in effect at the time the issue of voluntary dissolution is considered.

15.02 VOLUNTARY DISSOLUTION MUST BE UNANIMOUS

The voluntary dissolution of the Association may only be passed by a unanimous vote of the Board taken at a meeting of the Board specifically called for the purpose of considering the voluntary dissolution of the Association.

Article XVI. MISCELLANEOUS

16.01 METHOD OF GIVING NOTICE

Whenever any notice is required to be given to any General Member under the provisions of any statute, the Articles of Incorporation, or these Bylaws, it shall be provided as far in advance as predictable and may be delivered by any means, electronic or otherwise, reasonably calculated to reach the intended recipients. Only if any such recipient does not have an email address on file with the Association is attempted delivery by the United States Postal Service required.

16.02 WAIVER OF NOTICE

Whenever any notice is required to be given to any General Member under the provisions of any law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

16.03 SUCCESSORS AND ASSIGNS

Any reference in these Bylaws to TAHA, USAH or any league or other entity (governing or otherwise) with which the Association may be affiliated includes such entity's successors and assigns, as the case may be.

16.04 GENDER NEUTRALITY

In these Bylaws, words importing the masculine gender shall include the feminine gender and references to persons shall include firms and corporations.

Submitted and approved by the Directors and Team Commissioners of the **HOUSTON JUNIOR AEROS HOCKEY ASSOCIATION, INC.** on March 22, 2019.

Karen Fraser, President

Laura Horn, Treasurer & Team Commissioner

Dan Howse, Vice-President

Mike Hopkins, Vice President

Robert Adam, Controller

Laura Dumas, Secretary & Team Commissioner

Karen Young, Past President

TC Lewis, Director of Hockey

Matthew Duty, Member-at-Large

Roselyn Roque-Santos, Member-at Large

Eric Kimmel, Team Commissioner

Stephen Kimmel, Team Commissioner

Kim Haas, Team Commissioner

Andrew Lahaie, Team Commissioner

Gareth Lewis, Team Commissioner

Melanie Proulx, Team Commissioner

Doug Oglesby, Team Commissioner

Schedule 'A'

HOUSTON JUNIOR AEROS HOCKEY ASSOCIATION, INC. Conflict of Interest Policy

The Houston Junior Aeros Hockey Association, Inc. (the “**Association**”) recognizes that its responsibilities to the Members, sponsors, and volunteers include the efficient and effective utilization of resources to fulfill the Association’s mission. The Association’s ability to provide the best forum for youth hockey in Houston depends upon the perception of its General Members, sponsors, and volunteers with respect to integrity of its Board. Thus, all Directors must fully disclose their personal or business interests, or those of any member of his family or the employer of such Director, which could give rise to situations that would conflict or appear to conflict with the interests of the Association (“**Conflicts of Interest**”).

Potential Conflicts of Interest arise when a proposed or actual business transaction, or any action involving the Association (including, without limitation, a grievance or protest), could compromise the judgement of the Director. The judgement of a Director is compromised if, because of his interest in such action or transaction, the Director’s primary motivation is not to further the best interests of the Association, or if an objective third person could perceive that the primary motivation of the Director is not to further the best interests of the Association.

The Association recognizes that it may be difficult, given the scope of the Houston hockey community, to avoid all Conflicts of Interests between a Director and the Association when conducting Association business. Each Director, by agreeing to abide by this Conflict of Interest Policy, undertakes that he will make no decision upon matters in which he has an actual or perceived Conflict of Interest. If such decision falls under the scope of his Directorship duties, such decision will be yielded to the President or, if the President also has an actual or perceived Conflict of Interest in the matter, another suitable Director.

Each Director shall annually affirm, in writing, to be bound by this Conflict of Interest Policy. The failure of a Director to comply with the spirit or literal meaning of this Conflict of Interest Policy could result in the immediate removal of the Director if deemed appropriate by the Board.

Name of Director: _____

Signature: _____

Date: _____

Description of Potential Conflicts of Interest, if any:
