

BYLAWS OF NORTHWEST MONTANA YOUTH HOCKEY ASSOCIATION

ARTICLE I.

NAME; PURPOSE; PLACE OF BUSINESS; SEASON

Section 1.01 **Name**. The name of the organization shall be the Northwest Montana Youth Hockey Association (the “Association”).

Section 1.02 **Purpose**. The Association shall develop, promote, and administer a youth hockey club for players of all ages and abilities residing primarily within the greater Flathead Valley area, including, without limitation, Whitefish, Montana. The Association may also transact such other business as is permitted by applicable law in support of its purpose.

Section 1.03 **Place of Business; Statutory Agent**. The Association’s principal office and registered statutory agent shall be located in Whitefish, Montana. The address of the principal office and the designation of the statutory agent may be changed by the Association’s board of directors (the “Board”).

Section 1.04 **Affiliates**. The Association shall be affiliated with the Montana Amateur Hockey Association (“MAHA”), the British Columbia East Kootenay League (“EKL”) and the United States Hockey Association (“USA Hockey”).

Section 1.05 **Playing Season**. Unless otherwise modified by the Board in writing:

- (a) Each of the Association’s playing seasons shall begin on the first day of September in each year and end on the last day of August in the following year.
- (b) Regular season practices in team play for league participation in the EKL and the Treasure State League (“TSL”) begins in October in each year and ends in March of the following year.

Section 1.06 **Bylaws**. The purpose of these bylaws (the “Bylaws”) is to provide rules governing the internal management of the Association.

ARTICLE II. MEMBERSHIP

Section 2.01 **Membership**. The membership of the Association will consist of each hockey player registered with USA Hockey and the Association for the current season together with each of their respective parents or legal guardians, each coach employed for the current season, and each director of the Association appointed or elected for the current season (a “Director”). The Association will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 2.02 **Voting Members.** Each parent or legal guardian of a registered player for the current season and each Director appointed or elected for the current season shall be entitled to one vote at all meetings of the Association's membership; provided, however, that no family shall be entitled to more votes than the number of registered players in such family. No player shall be entitled to a vote.

Section 2.03 **Quorum; Proxy.** For any meeting of the membership, a quorum shall consist of the lesser of (a) ten members or (b) 10% of the total number of voting members. All voting members may vote by proxy.

Section 2.04 **Majority Vote Requirement.** Action of the membership shall be by majority vote, unless otherwise set forth herein.

Section 2.05 **Annual Strategic Planning Meeting; Special Meetings:** The Association shall hold one annual strategic planning meeting (an "Annual Meeting") not later than April 30 of each year and all voting members will be encouraged to participate for the purpose of, among other things: (a) discussing, at the Board's discretion, policy manual updates, budgets, programming, and other matters of interest to the membership, (b) voting on Directors, and (c) voting on amendments to these Bylaws. Exceptions to the deadline may occur with majority vote of the Board and public notice to the membership. Notice of the date, time, and location of the Annual Meeting and any special meeting of the membership shall be posted publicly not less than two weeks before the meeting is to be held with the exception of emergencies. Agendas for the Annual Meeting and any special meeting shall be publicly posted not fewer than 24 hours business days prior to the meeting date.

Section 2.06 **Robert's Rules of Order.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the meetings of the Association in all cases to which they are applicable to the extent they are not inconsistent with these Bylaws.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 **General Powers.** The business, property, and affairs of the Association shall be managed and controlled by the Board. All authority of the Association shall be vested in a Board unless specified otherwise in these Bylaws. The Board is responsible for developing and enforcing these Bylaws, policies, and activities of the Association. The Board may delegate responsibility for day-to-day operations associated with these activities.

Section 3.02 **Number and Tenure.**

- (a) With respect to the initial Board, the following Directors are hereby appointed to a one-year term from the date of appointment: Heather Vezane, Rich Evers, Cristinna Gebbia, Lindsey Foster, and the following Directors are hereby appointed to a two-year term from the date of appointment: Cara Lemire, Brittney Crest, Susie Kalgren, Abbie Steffen. One Director shall be elected by the membership and shall serve a two-year term from the date of election.

- (b) Except as otherwise provided herein, the Board will consist of nine Directors, which number may be increased or decreased by the Board from time to time; provided, however, that the Board shall always have an odd number of Directors and may never be reduced to fewer than five Directors nor increased to more than 11 Directors.
- (c) Except as otherwise provided herein, each term of office for elected Directors shall be two years, commencing at the close of the meeting at which they are elected, or immediately upon appointment by president of the Board (the “President”) in order to fill a vacancy. Each Director will hold office until that Director’s successor is elected and qualified or until that Director’s earlier resignation or removal.
- (d) Director positions shall be staggered so that one half of Director positions shall be up for election each year.

Section 3.03 **Qualifications and Restrictions.**

- (a) The Board shall be comprised of volunteers.
- (b) Except otherwise provided herein, all Directors shall have and be subject to the same and equal qualifications, voting rights, privileges, duties, limitations, immunities, and restrictions.
- (c) Any community member in good standing with the Association and able to pass a MAHA background check is eligible to be a Director; provided, however, that no person convicted of felony within the previous ten years may serve as a Director. Any Director who is charged with a felony or other serious criminal act may be suspended by the Board pending outcome of the charges.
- (d) The Board shall strive to maintain a balanced Board composition of Directors representing a variety of youth hockey levels.
- (e) In accordance with the conflict of interest provisions adopted by the Board, generally, no Director may financially gain as a result of any activity of the Association, or own or financially benefit from any entity doing business with the Association, or otherwise have an actual or potential conflict of interest with the Association unless the affected Director discloses the actual or potential conflict to the Board and receives authorization or approval for the activities in question by a majority of non-interested Directors.
- (f) Directors may not serve more than three consecutive full terms.
- (g) The Board shall not have more than one Director from a single household at any time (e.g., spouses may not serve coterminously on the Board).

Section 3.04 **Election or Appointment of Directors.**

- (a) Except as otherwise provided herein, Directors shall be elected by a majority vote of the general membership at each Annual Meeting where quorum is present. If quorum is not present, the Board will appoint Directors from the pool of applicants and nominees.
- (b) Nominations for Directors shall be based upon applications or nominations submitted at least 14 days prior to the election by voting members in good standing or the community members interested in serving on the Board. Exceptions to the deadline may occur with a majority vote of the Board and public notice to the membership. Any nominee must accept their nomination before their name can be placed before the electing body.
- (c) The secretary of the Board (the “Secretary”) will provide ballots with the slate of nominees approved by an election committee or if none, by the executive committee (the “Executive Committee”). Balloting shall be conducted by voting procedures specified in writing by the Board and may be delegated to the election committee, if any.
- (d) In the case of a tie, the winner will be selected by a majority vote of the Board.

Section 3.05 **Vacancies and Newly Created Directorships.** When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, the Board by majority vote will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next Annual Meeting and any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

Section 3.06 **Resignation or Removal.**

- (a) Any Director may resign at any time upon notice given in writing or by electronic transmission to the President.
- (b) Good attendance and participation is expected of Directors. If a Director misses three or more regular Board meetings in a year, the Board has the right to remove that Director upon a majority vote of Directors voting at any meeting at which a quorum is present.
- (c) Subject to the rules of MAHA and USA Hockey and following a reasonable opportunity to be heard as provided in this paragraph, any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of Directors at a special meeting of the Board called for that purpose. Notice of intent to remove a Director must be given to the affected Director a minimum of ten days prior to the meeting where removal will be considered. Grounds for removal include, but are not limited to, acts or behavior detrimental to the purpose and goals of the Association and/or absenteeism.

Section 3.07 **Regular Meetings.** The Board shall hold regular meetings one time per month and not less than nine times per calendar year. The Board shall determine the date, time, and location

of these meetings and the Secretary shall give reasonable notice of the meetings by public posting. Reasonable notice as it relates to regular meetings shall mean not less than five business days except in the event of an emergency. Such notice shall include but not be limited to the agenda, date, time, and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting. Board meetings will generally be open to the public.

Section 3.08 **Special Meetings**. Special meetings of the Board may be called by or at the request of the President or by three or more Directors. The person or persons calling that special meeting of the Board may fix any date, time or place, either within or without the State of Montana, to be the date, time and place for holding that special meeting. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting by public posting. Notice of a special meeting must state its purpose.

Section 3.09 **Waiver of Notice**. Notice of any Board meeting may be waived by a Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Director, and must be delivered to the Association for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Section 3.10 **Quorum**. In order to transact business at a meeting of the Directors, a quorum of a majority of the total number of Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is established will be the act of the Board.

Section 3.11 **Action by Directors Without a Meeting**. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Section 3.12 **Remote Communication Meetings**.

- (a) A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.
- (b) Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.

ARTICLE IV. COMMITTEES

Section 4.01 Establishment of Committees.

- (a) The Board may designate one or more committees, each committee to consist of one or more Directors together with any community members appointed by the Board. The Board may establish, or cause each committee to establish, written policies and procedures.
- (b) The Association shall have the following standing committees:
 - (i) *Executive Committee*—There is hereby established the Executive Committee for the purpose of conducting current and ordinary business of the Association while the Board is not in session. The Executive Committee shall be comprised of the Officers of the Association, ex officio. The Board may authorize and empower the Executive Committee to conduct such other business or to take other actions on behalf of the Association or the Board by written resolution.
 - (ii) *Finance*—There is hereby established the Finance Committee for the purpose of developing and reviewing the Association's fiscal procedures. The Finance Committee shall be chaired by the Association's treasurer. The Finance Committee shall present the annual budget, any amendments thereto, and the Association's annual tax filings to the Board for approval, together with monthly internally prepared financial statements and reports showing income and expenses and such other information requested by the Board. The Association's financial records are public information and shall be made available to the members upon request.
 - (iii) *Hockey Development Committee*—There is hereby established the Hockey Development Committee for the purpose of providing guidance and support to the Association on program development, team formations, player development, coaching assignments, and hockey-related aspects of the running of the Association. The Hockey Development Committee shall be primarily composed of Directors and members with a heightened knowledge of the game and experience with coaching, and youth sports development.
 - (iv) *Disciplinary Committee*—There is hereby established the Disciplinary Committee which shall be chaired by the Vice President and will include at least one additional Director. In order to maintain confidentiality, no community members shall be appointed to the Disciplinary Committee. The Disciplinary Committee shall respond to disciplinary complaints, gather and evaluate information, and present its findings to the Board. Once a Board decision is made with respect to a disciplinary issue, the Disciplinary

Committee shall disseminate, or cause to be disseminated, the Board's decision to the relevant parties and regulatory authorities.

- (v) *Volunteer Coordination Committee*—There is hereby established the Volunteer Committee for the purpose of attracting, maintaining and coordinating volunteers.
- (vi) *Fundraising and Marketing Committee*—There is hereby established the Fundraising and Marketing Committee for the purpose of implementing and maintaining the Association's marketing efforts, the promotion of programs and special events, establishing and meeting the Association's annual fundraising goals, and overseeing any capital campaigns.

Section 4.02 **Participation; Appointment.**

- (a) The Board shall appoint committee members and may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
- (b) All Directors shall participate in a minimum of at least one committee. Every committee must be chaired by a Director that reports committee activity to the Board at its regular monthly meetings.
- (c) The committee or committees, to the extent provided in a resolution of the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Association; provided, however, that no such committee will have the power or authority to adopt, amend or repeal any Bylaws.
- (d) No committee may have two or more committee members from a family residing in a single household.

Section 4.03 **Tenure.** Each member of a committee will serve at the pleasure of the Board.

Section 4.04 **Meetings and Notice.** The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Section 4.05 **Quorum.** The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Section 4.06 **Action Without a Meeting.** The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Section 4.07 **Resignation and Removal.** Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the Board. Any member of

a committee may resign from the committee at any time by giving written notice to the President, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Section 4.08 **Vacancies**. Any vacancy in a committee may be filled by a resolution adopted by a majority of the Board.

Section 4.09 **Committee Rules of Procedure**. Except as otherwise provided herein, a committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

ARTICLE V. OFFICERS

Section 5.01 **Appointment of Officers**.

- (a) The Officers of the Association (individually, an “Officer” and collectively, the “Officers”) will consist of the President, a vice president (the “Vice President”), the Treasurer, and the Secretary.
- (b) The Officers will be appointed annually by the Board. Any appointee may not hold more than one office at any given time.

Section 5.02 **Term of Office**. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer’s death or until the Officer resigns or is removed as provided in these Bylaws.

Section 5.03 **Removal**. Any Officer or agent appointed by the Board may be removed by the Board at any time with or without cause upon the vote of a majority of the Directors.

Section 5.04 **Vacancies**. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise. However, the Vice President shall fill a vacancy in the office of the President.

Section 5.05 **President**. Subject to the control and supervisory powers of the Board and its delegation, the powers and duties of the President will be:

- (a) To have the general management and supervision, direction and control of the business and affairs of the Association;
- (b) To preside over all meetings of the Board and the Annual Meeting;
- (c) To ensure that all orders and resolutions of the Board are effectively carried out;
- (d) To assure that the Association is in compliance with all the rules and regulations of USA Hockey and other organizations of which the Association is a member;

- (e) To have, together with the Treasurer, signing authority for all banking and investment accounts and documents;
- (f) To put the signature of the Association to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board;
- (g) Subject to the instructions of the Board, to have general charge of the property of the Association and to supervise and manage all Officers, agents and employees of the Association; and
- (h) To perform all other duties and carry out other responsibilities as determined by the Board.

Section 5.06 **Vice President**. Subject to the control and supervisory powers of the Board and its delegation, the powers and duties of the Vice President will be:

- (a) To act as president in the absences of the President and when so acting, shall have the full power and authority of the President;
- (b) To work with the President on such affairs of the organization as membership, public relations and any other items deemed necessary; and
- (c) To perform all other duties and carry out other responsibilities as determined by the Board.

Section 5.07 **Secretary**. Subject to the control and supervisory powers of the Board and its delegation, the powers and duties of the Secretary will be:

- (a) To maintain the Association's records, including, without limitation, meeting minutes, agendas, resolutions and other official actions taken, ballots, contact information for Directors, and a current list of the Association's membership.
- (b) To send and post notices of meetings to ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Prepare the minutes of the meetings of the Board and keep those minutes in one or more books provided for that purpose;
- (d) To ensure meeting minutes are approved at the next subsequent regular Board meeting and posted publicly within ten days of the Board meeting during which the minutes were approved;
- (e) To authenticate the records of the Association; and
- (f) To perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the Board.

Section 5.08 **Treasurer.** Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:

- (a) To keep accurate financial records for the Association;
- (b) To deposit all money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Board;
- (c) To endorse for deposit all notes, checks, drafts received by the Association as instructed by the Board;
- (d) To disburse corporate funds and issue checks and drafts in the name of the Association, as instructed by the Board;
- (e) To submit to the Board, or to cause to be submitted, as requested, an account of all transactions by the Treasurer and the financial condition of the Association;
- (f) To prepare and submit, or to cause to be prepared and submitted, to the Board monthly and annual reports detailing the financial status of the Association, including but not limited to, accounts payable, accounts receivable activities, and budget tracking;
- (g) To lead in the preparation of the budget;
- (h) To prepare and file, or to cause to be prepared and filed, any necessary tax documents as required by law; and
- (i) To perform all other duties and carry out other responsibilities as prescribed by the Board.

Section 5.09 **Delegation of Authority.** The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

ARTICLE VI. MISCELLANEOUS

Section 6.01 **Loans.** Without authorization by a resolution of the Board, the Association is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Association to perform these acts can be general or specific.

Section 6.02 **Checks, Drafts, Notes.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association must be signed by a designated Officer or Officers, agent or agents of the Association and in a manner as will from time to time be determined by resolution of the Board.

Section 6.03 **Deposits.** All funds of the Association not otherwise used will be deposited to the credit of the Association in banks, trust companies, or other depositories designated by the Board.

Section 6.04 **Fiscal Year End.** The fiscal year end of the Association is June 30.

Section 6.05 **Contracts.** The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Association and on its behalf, and that authority may be general or specific.

Section 6.06 **Annual Conflict of Interest Statements.** Each Director and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person has received a copy of the conflicts of interest policy, has read and understands the policy; and has agreed to comply with the policy.

Section 6.07 **Indemnification.** To the extent not inconsistent with the laws of the State of Montana, every person, and their respective heirs, estate, executors, administrators, and personal representatives, who is or was a Director or Officer of the Association shall be indemnified by the Association.

Section 6.08 **Exempt Status.**

- (a) Any and all assets of Association are dedicated to exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Association shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividend to its members, Directors, Officer or persons having private interest in the activities of the Association, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
- (b) No substantial part of the Association's activities shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) In the event the Association is dissolved, the Board shall pay, satisfy, and discharge all liabilities and obligations of the Association or make adequate provisions therefore and distribute all remaining assets of the Association to an organization or organizations engaged in activities substantially similar to those of GHA and organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code.

Section 6.09 **Periodic Reviews.** To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- (b) Whether partnerships, joint ventures, subsidiaries, and arrangements with management organizations, if any, conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.