SECOND AMENDED AND RESTATED BYLAWS
OF THE
STEAMBOAT SPRINGS YOUTH HOCKEY ASSOCIATION

Pursuant to Colorado Revised Statute § 7-130-101, *et sec*., Steamboat Springs Youth Hockey Association (SSYHA), a Colorado non-profit Corporation, restates and amends its Bylaws as follows:

Article I
Name

The name of this organization shall be the Steamboat Springs Youth Hockey Association, Inc. a Colorado Not for Profit Corporation (the "Association").

Article II
Duration

The Association shall have perpetual existence.

Article III
Purpose, Vision, and Mission Statements

Section 3.01 PURPOSE.

The purposes of this Not for Profit Corporation (Non-Profit Corporation or SSYSA or Association) are set forth in its Articles of Incorporation. The purposes for which the Non-Profit Corporation was organized and shall be operated are exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3.02 VISION.

Steamboat Springs Youth Hockey Association is an organization dedicated to preparing our youth to be accountable, hard-working, respectful and confident leaders in society through the sport of ice hockey. SSYHA shall emphasize player, team and community development.

Section 3.03 MISSION.

SSYHA is committed to providing youth the opportunity to play recreational ice hockey. In addition to individual and team skill development, SSYHA seeks to foster the development of life skills including sportsmanship, mutual respect, integrity, responsibility, teamwork and friendship.

Article IV
Powers

Section 4.01 POWERS.

In furtherance of the foregoing purposes, the Association shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation or By-Laws and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefore; provided, however, that such use be exclusively and irrevocably applied to the purpose of the Association.

Section 4.02 RESTRICTIONS UPON THE POWERS OF DIRECTORS, OFFICERS AND OTHERS.

No part of the net earnings of the Association shall inure to the benefit of any Director or Officer of the

Association or any other private individual (except those reasonable payments may be paid for expenses incurred on behalf of the Association and reasonable compensation may be paid for services rendered), and no Director or Officer of the Association, or any other private individual shall be entitled to share in any dissolution of the Association or otherwise. Any and all property, both real and personal, which may be owned by the Association at any time, is and shall always be exclusively and irrevocably dedicated to the purpose of this organization. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Association shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

a. No part of the assets of the Association shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

b. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law) or (ii) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

c. Upon dissolution of the Association, the assets of the Association shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501 (c) (3) of the Code or its successor provision, or to the federal government, or to a state or local government, for a public purpose, as determined by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a court of appropriate jurisdiction in the county in which the principal office of the Association is then located.

Article V
Membership

Section 5.01 MEMBERSHIP.

Participation in the activities of SSYHA is by membership only. Membership activities, their rights, responsibilities and authority are defined in the following sections of these Bylaws. Members of the Association shall have the right to participate in all sponsored activities of the Association and shall be eligible to serve on the Board of Directors of the Association. This Association shall have three classes of members: Players, Parents/Guardians/Individual Sponsors, and Associate Members. The various types of membership shall be obtained and shall have those rights as follows:

Section 5.01.1 PLAYER MEMBERS.

This type of membership shall be automatic for every registered player whose registration fee(s) and tuition have been fully paid. Player Members are generally between the age of three to nineteen. This type of membership shall exist for a term of up to one year ending on May 31 of each year. Tuition for such membership shall be as established by the Board of Directors. Player Members shall have the opportunity to express views (subject to any limitations which the President may impose) at any member meetings but shall have no right to vote (Non-Voting Members).

Section 5.01.2 PARENTS, GUARDIANS AND SPONSOR MEMBERS.

The parents, legal guardians of any player or any individual who sponsors a player by paying that player's charges, fees and tuition shall constitute a Parent, Guardian or Individual Sponsor Member upon their player registration fee(s) and tuition being fully paid or current in the event of a payment plan with the Association. This type of membership shall exist for a term of up to one year ending on May 31 of each year. Parent, Guardian or Individual Sponsor Members shall be entitled to express views (subject to any limitations which the President may impose) at any meetings of the members and shall be entitled to vote at the annual election of the Board of Directors and at any and all other times as a special vote may be required (Voting Members). Each voting member shall be entitled to cast only one vote per player in good standing in any election or vote of the Association.

Section 5.01.3 ASSOCIATE MEMBERS.

Associate membership shall be available to those community members, contributors, referees, coaches, and other persons who are not parents, legal guardians of youth hockey players or individual sponsors but who donate their time, efforts, services or resources on behalf of the Association and who meet such qualifications as the Board of Directors establish. Associate Members shall be entitled to express their views at any meeting of the members or directly to the Board of Directors and/or Committees in writing but shall have no right to vote (Non-Voting Members). An Associate Member may be nominated or appointed to the Board of Directors. In this event, the Associate Member would have a right to vote, excluding the annual Membership meeting election.

Article VI
Governance

Section 6.01 BOARD OF DIRECTORS.

The executive authority of the organization shall reside with the Board of Directors of the Steamboat Springs Youth Hockey Association, henceforth referred to as "Board".

Section 6.01.1 NUMBER OF BOARD OF DIRECTORS.

The Board shall consist of a minimum of seven (7) Directors and a maximum of fifteen (15) Directors. Any change in the number of Directors will be voted on and approved by a majority of the Directors before it becomes effective.

Section 6.02 GENERAL POWERS.

The Board shall have the authority to make decisions necessary to ensure the smooth functioning of the Association. Each Board Director shall be entitled to cast only one vote in any election or vote of the Board.

Section 6.03 BOARD DIRECTOR DUTIES.

a. Follow the rules and regulations of USA Hockey, Colorado Amateur Hockey Association ("CAHA"), current participating regional leagues and SSYHA to ensure that the association's philosophy and objectives are enhanced;
b. Promote and publicize SSYHA, and current participating regional and state leagues and programs;
c. Support programs that train and educate players, coaches, parents, officials and volunteers;
d. Make every possible attempt to provide everyone, at all skill levels, with a place to play;
e. Work to provide programming to the members that encourages and promotes fair play and sportsmanship;
f. Communicate with parents by holding parent/player orientation meetings as well as being available to answer questions and address problems throughout the season;
g. Recruit and develop volunteers, including board members, coaches, team managers, etc., who demonstrate qualities conducive to being a role model to the youth in our sport;
h. Accept duties and responsibilities as elected to or as assigned by the Board President, including Officer positions, Committee Chair positions, and Age Level Liaison responsibilities;
i. Help fundraise needed financial support.

Section 6.03.01 PERFORMANCE OF DUTIES.

A Board Director shall perform his or her duties as a Director including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, and is in the best interest of the association and with such judgment as an ordinary prudent person in a like position would use under similar circumstances.

Section 6.03.02 ATTENDANCE.

Any Board member who misses three (3) consecutive regularly scheduled meetings without valid cause, may be removed from office with a majority vote of the full Board. Any vacancy shall be filled pursuant to the provisions in Section 6.07 below. A member of the Board may request reinstatement if approved by simple majority vote of the full Board.

Section 6.04 BOARD OFFICERS.

One Board Director shall be appointed by the Board to serve in each of the following roles:

a. President;
b. Vice President;
c. Secretary/Registrar;
d. Treasurer;
e. Foundation Representative – (Intro, 8U and 10U);
f. Coed (Youth) Representative – (12U, 14U and 18U);
g. Girls Program Representative.

Section 6.05 TERM OF SERVICE.

Board Directors will serve a two (2) year term. Directors may be re-elected to successive terms. The term of an outgoing Director shall extend through the annual Spring General Membership Meeting (as defined below) of the designated year and the newly elected Director shall be seated immediately following that meeting.

Section 6.06 ELECTIONS.

At least three Board Directors shall be elected every even year at the Spring General Membership Meeting. At least four Board Directors shall be elected every odd year at the Spring General Membership Meeting.

Section 6.06.01 NOMINATIONS FOR BOARD POSITIONS.

Nominations for any Board position to be filled at the Spring General Membership Meeting may be made by any Voting Member of the Association. Such nominations must be made in advance of the Spring General Membership Meeting by notifying the Operations Manager , Executive Director or a Board Director in writing, by either USPS mail or e-mail, of the nomination at least fifteen (15) days prior to said meeting. Nominations may not be made from the floor at the Spring General Membership Meeting.

Section 6.07 VACANCY/INSUFFICIENT NOMINATIONS.

Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor is elected by the Voting Members. In the event there are insufficient nominee(s) for the position of Board Director(s) at the Spring General Membership Meeting, Board members may fill vacancies by appointment. The appointee will serve the remaining length of the term for which he/she was appointed.

Section 6.07.1 RESIGNATION.

Any Board Director may resign at any time upon giving written notice to the President. The resignation takes effect at the time designated in the notice of resignation.

Section 6.08 REMOVAL OF BOARD DIRECTOR.

Any Board Director may be removed with or without cause at any time. Removal requires a two-thirds vote of the Board. The resulting vacancy shall be filled pursuant to the provisions above in this Section.

Article VII
Conflict of Interest

It is in the best interest of the Steamboat Springs Youth Hockey Association (SSYHA) to be aware of and properly manage all conflicts of interest. This Conflict of Interest Policy is designed to help board members and staff of SSYHA identify situations that present possible conflicts of interest and to provide SSYHA with a procedure whereby such potential conflicts may be reviewed by an appropriate party when necessary. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 7.01 CONFLICTS OF INTEREST DEFINED.

In this Policy, a person with a conflict of interest is referred to as an "Interested Person." For purposes of this Policy, the following circumstances shall be deemed to create a Conflict of Interest:

a. A director, employee, head coach, or board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with SSYHA for goods or services.

b. A director, employee, head coach or board member (or a family member of any of the foregoing) has a material financial interest in a transaction between SSYHA and an entity in which the director, employee, head coach, or board member, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

c. A director, employee, head coach, or board member (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with SSYHA.

d. A director, employee, head coach or board member (or a family member of any of the foregoing) has an interest in the outcome of a disciplinary matter or investigation with SSYHA. Other situations may create the appearance of a conflict or present a duality of interests in connection with a person who has influence over the activities or finances of SSYHA. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of SSYHA are not compromised by the personal interests of stakeholders in the organization. Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of SSYHA.

Section 7.02 DEFINITIONS.

a. Conflict of Interest is any circumstance described in Part 1 of this Policy.

b. Interested Person is any person serving as a member of the Board of Directors, staff of SSYHA, head coach, or anyone else who is in a position of control over SSYHA who has a personal interest that is in conflict with the interests of SSYHA.

c. Family Member is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an Interested Person.

d. Material Financial Interest in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.

e. Contract or Transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to SSYHA is not a Contract or Transaction.

Section 7.03 PROCEDURES.

a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who attends the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.

b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the Secretary of the board all facts material to the Conflict of Interest. The Secretary of the board shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

e. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken unless the vote is by secret ballot. Such a person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of SSYHA has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

Section 7.04 CONFIDENTIALITY.

Each director, officer and employee shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be averse to the interests of SSYHA. Furthermore, directors, officers and employees shall not disclose or use information relating to the business of SSYHA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

Section 7.05 ADMINISTRATION OF POLICY.

Each board member and staff shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

a. Annually, each director, officer and employee shall complete a disclosure form identifying any relationships, positions, or circumstances in which he or she is involved that he or she believes could contribute to a Conflict of Interest.

b. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff.

Article VIII
Whistleblower
Policy

This Whistleblower Policy of Steamboat Springs Youth Hockey Association (SSYHA): (1) encourages board members, staff, and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of SSYHA; (2) specifies that SSYHA will protect the person from retaliation; and (3) identifies where such information can be reported.

Section 8.01 ENCOURAGEMENT OF REPORTING.

SSYHA encourages complaints, reports or inquiries about illegal practices or serious violations of SSYHA policies, including illegal or improper conduct by SSYHA itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, SafeSport violations or other similar illegal or improper practices or policies. Other subjects on which SSYHA has existing complaint mechanisms should be addressed under those mechanisms. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

Section 8.02 PROTECTION FROM RETALIATION.

SSYHA prohibits retaliation by or on behalf of SSYHA against board members, staff, or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. SSYHA reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal right of defense.

Section 8.03. WHERE TO REPORT

Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis of the complaints, reports, or inquiries. They should be directed to SSYHA's Age-Specific Board Representative immediately; if that person is not applicable or implicated in the complaint, report, or inquiry, it should be directed to the President or Vice President. SSYHA will conduct a prompt, discreet, and objective review, or investigation. Directors, staff, or volunteers must recognize that SSYHA may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

Article IX
Meetings

Section 9.01 ANNUAL AND REGULAR MEETINGS FOR THE BOARD OF DIRECTORS.

The Board shall hold an annual meeting each year. The annual meeting shall be held for the purpose of electing new or vacant Director positions, appointing the officers both to be elected/appointed and for the purpose of conducting such other business as may come before the meeting. The Board may provide, by resolution, the time and place, within the State of Colorado, for the holding of other regular meetings without other notice than such resolution.

Section 9.02 SPECIAL MEETINGS FOR THE BOARD OF DIRECTORS.

Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board called by them.

Section 9.03 PLACE OF BOARD OF DIRECTORS MEETING.

The Board may hold its meetings at any location within Steamboat Springs, Colorado, unless a majority of Board Directors determine otherwise.

Section 9.04 ANNUAL MEETING OF THE ASSOCIATION.

There shall be one general membership meeting each year in the spring, which will be held at the time and location designated by the Board. An affirmative vote shall consist of a majority of the Voting Members of the Association present or represented by proxy at any given Membership Meeting.

Section 9.04.1 SPRING GENERAL MEMBERSHIP MEETING.

The purpose of the Spring General Membership Meeting shall be to elect Board Directors, to review events and activities of the preceding hockey season, to make recommendations and suggestions to the Board for changes and improvements in the youth hockey policies and programs, and to conduct such other business as may be appropriate. The Spring General Membership Meeting shall take place in either April or May of each year.

Section 9.05 PROXY VOTING.

Association: Any Voting Member of the Association may vote by proxy in any election or vote of the Association if, at the time of or prior to the meeting at which such proxy is to be exercised, the Board President or Operations Manager is presented with the written proxy specifying with particularity the nature and date of the election or vote at which the proxy is to be exercised; the name of the Voting Member whose vote is to be cast by proxy; the name of the young hockey player for whom the Voting Member is a parent, guardian or individual sponsor; and the name of the person who is to exercise the vote by proxy. However, said proxy shall not be recognized and exercised unless the written proxy is dated and signed by the Voting Member whose vote is to be cast by proxy.

Section 9.06 QUORUM.

Board: A quorum of the Board shall consist of a majority of the number of Board Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board unless the vote of a greater number of Directors is required

by applicable law. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a proposal, a Director shall be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another director who is present at the meeting authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 9.07 NOTICE OF MEETINGS.

Notice of all meetings of the Board shall be published. The agenda for each meeting and notice of any change to date, time, place of an Association or Board meeting shall be posted on the Association's website not less than seven (7) days, and not more than thirty (30) days immediately preceding each such meeting. The notice shall state the date, time, place and general purpose of each such meeting, except that, in the case of a Special Meeting of the Board, the precise purpose for the Special Meeting and the nature of the business to be transacted shall be stated, in which case no other business may be transacted at said Special Meeting of the Board.

Notice of all meetings of the Association shall be published after the annual Spring General Membership Meeting. The agenda for each meeting and notice of any change to date, time, place of an Association meeting shall be posted on the Association's website and via electronic means not less than seven (7) days, and not more than thirty (30) days immediately preceding each such meeting. The notice shall state the date, time, place and general purpose of the meeting.

Section 9.08 MANNER OF ACTING WITHOUT MEETING.

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if each and every member of the Board either votes for such action or votes against such action or abstains from voting and waives the right to demand that a meeting be held. Any action so taken shall be adopted only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. No action taken pursuant to this section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this section shall be signed by all directors and not revoked as provided below are received by the Non-Profit Corporation. Action taken pursuant to this section shall be effective when the last writing necessary to affect the action is received by the Non-Profit Corporation, unless the writings described in the action set forth a different effective date. Any director who has signed a writing pursuant to this section may revoke such writing by delivering a dated and signed writing to the Non-Profit Corporation stating that such director's prior vote is revoked, provided such revocation is received by the Non-Profit Corporation before the last writing necessary to affect the action is received. Action taken pursuant to this section shall have the same effect as action taken at a meeting of directors. Any writing pursuant to this section may be received by the Non-Profit Corporation by electronically transmitted facsimile or other form of wire or wireless communications providing the Non-Profit Corporation with a complete copy of the document, including a copy of the signature on the document.

Section 9.09 PARTICIPATION BY ELECTRONIC MEANS.

Any member of the Board or any committee designated by such Board may participate in a meeting of the Board or committee by means of telephone conference, video conference, email or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other at the same time. Such participation shall constitute presence in person at the meeting. Any action required or permitted to be taken at any meeting may also be taken without a meeting if all directors consent to such action and such actions are filed in the Corporate Minute Book of the Non-Profit Corporation.

Article X
Committees

Section 10.01 SPECIAL COMMITTEES.

The Board may act by and through committees specified by a majority of the Officers to assist the Board in performing the functions and activities of the Association. The duties, responsibilities and Chairperson(s) will be designated by the Board, and each committee will be subject to the direction of the Board. Committees shall submit a report to the Board at each regularly scheduled meeting of the Board and at such other times and meetings as may be appropriate.

Section 10.01.1 RESIGNATION AND VACANCY.

Members of a committee may resign at any time by giving written notice to the Board. A vacancy shall be filled for the remaining portion of the term.

Section 10.01.2 REMOVAL.

Members of a committee may be removed with or without cause by a majority vote of the Committee.

Section 10.02 STANDING COMMITTEES.

A Standing Committee reports and makes recommendations to the Board on all substantive issues. The duties, responsibilities and Chairperson(s) will be designated by the Board, and the committee will be subject to the direction of the Board. The Standing Committee shall submit a report to the Board at each regularly scheduled meeting of the Board and at such other times and meetings as may be appropriate.

Section 10.02.1 DISCIPLINARY COMMITTEE.

The Disciplinary Committee shall consist of no more than three (3) individuals: the Executive Director, one voting member or associate member and one Board member as appointed by the Board. The voting or associate member of the committee will be appointed by the Board of Directors. If a situation arises with a conflict of interest relating to a member of the committee, a temporary replacement can be nominated and appointed by a vote of the Board of Directors. The Disciplinary Committee shall appoint a Secretary of the Committee. The Disciplinary Committee members shall be appointed on an annual basis, expect to fill a vacancy.

The Disciplinary Committee shall:

a. Review allegations of misconduct;
b. Determine if an individual has violated the Code of Conduct;
c. Recommend penalties commensurate with the severity of the offense when the Committee finds that a violation has occurred;
d. Communicate findings and recommendations to the Board for approval and to the individuals involved as concluded;
e. Conduct other business as necessary to carry out its duties.

The Disciplinary Committee will meet as often as necessary during the scheduled season to carry out its duties. Three members of the Disciplinary Committee constitute a quorum and are to be in attendance in order for a meeting to occur.

The Disciplinary Committee can receive allegations from Members alleging violations of the Code of Conduct, initiate reviews of possible misconduct, conduct interviews to collect facts relative to an allegation, meet with any individuals to determine facts, and perform other duties as necessary to investigate allegations and make determinations as directed by the Board. The Disciplinary Committee has the power to determine penalties, as described in the SSYHA Disciplinary Policies and Procedures.

Article XI
Executive Director

Section 11.01 EXECUTIVE DIRECTOR.

The Executive Director of the Steamboat Springs Youth Hockey Association (SSYHA) shall be the primary executive and manager of the Organization as further described in Article XI.

Section 11.02 SELECTION.

The Executive Director shall be selected by the majority of Board Directors from a list of qualified candidates obtained during an open search process.

Section 11.03 QUALIFICATIONS.

The Executive Director shall be a person who has demonstrated exceptional communication and team building skills. They will possess fiscal management as well as strategic planning acumen. They must also be able to build strong professional relationships with members, the Board, members of the community, leaders of other state and local organizations, policy makers and the media. Most importantly, the Executive Director must uphold the values of the Association and act with fidelity to ensure the authentic, collective voice of the membership is continuously and consistently represented.

Section 11.04 TERM OF EMPLOYMENT.

The Executive Director reports to the Board. As such, the term of employment shall be negotiated and determined by the Board.

Section 11.05 SALARY.

The salary of the Executive Director shall be dependent on qualifications and shall be reviewed annually by the Board.

Section 11.06 DUTIES.

The Board authorizes the Executive Director as its representative to:

a. Provide full-time focus on the needs of the Association including daily administration of all activities;
b. Ensure the Association follows its vision and mission;
c. Maintain the appropriate paperwork to fulfill legal and ethical obligations;
d. Assist with the creation and preparation of budgets;
e. Help develop strategies and policies to ensure the Association's objectives are met;
f. Implement approved policies and procedures;
g. Work outside of regular business hours, e.g. attending community events and meetings, attending hockey games and tournaments, as well as fundraising events that are normally scheduled on weekends;
h. The potential for travel.

Section 11.07 OVERSIGHT.

The Executive Director is responsible for:

a. Financial oversight, including financial reporting, banking and budgeting;
b. Developing a clear communication plan with the Board, membership, coaches, stakeholders and donors;
c. Recruiting, training and empowering coaches to best meet the developmental needs and experiences of all players;
d. Establishing and ensuring expected behavior and code of conduct policies and procedures for parents, players and coaches are followed and enforced;
e. Creating new connections and raising awareness of the organization within the community at large
f. Coordination with partner leagues;
g. Overseeing all staff and volunteers.

Article XII
Parliamentary Authority

The current edition of Robert's Rules of Order shall govern the Board whenever these bylaws do not provide proper procedure.

Article XIII
Finance and Accounting

Section 13.01 FINANCE AND ACCOUNTING.

Either a Board Director or an independent contractor with a background in accounting and finance will be designated as the fiscal agent of the Steamboat Springs Youth Hockey Association. All accounting for SSYHA revenues and expenditures shall be performed by the Board Director and/or contractor and in accordance with his/her procedures.

Section 13.02 BUDGET.

The Executive Director and Board Directors shall prepare the budget of the organization and shall submit it to the Board for approval.

Article XIV
Books of Record, Fiscal Year, Audit

Section 14.01 BOOKS OF RECORD.

The Board Secretary, Operations Manager and the fiscal agent will keep:

a. Records of all proceedings of the Board, and all financial statements of the Steamboat Springs Youth Hockey Association, and

b. Bylaws and all amendments and restatements, and

c. Other records and books of account necessary and appropriate to the conduct of business.

Section 14.02 FISCAL REPORTING.

An accounting of SSYHA revenues and expenditures shall be presented monthly to the Board and annually to the Members at the Spring General Membership Meeting. The report and any budgets shall be posted on the Association website.

Section 14.03 FISCAL YEAR.

The fiscal year of SSYHA will be from June 1st through May 31st.

Article XV
Indemnification

Section 15.01 LIMITATION OF LIABILITY OF BOARD OF DIRECTORS.

To the greatest extent provided by law, no Director or Officer of the Association shall be personally liable to the Association or its members for damages for breach of any duty owed to the Association or its members. Neither the amendment or repeal of this by-law, nor the adoption of any provision of this certificate of incorporation inconsistent with this by- law, shall eliminate or reduce the protection afforded by this by-law to an Officer of the Association with respect to any matter which occurred, or any cause of action, suit or claim which but for this by-law would have accrued or arisen, prior to such amendment, repeal or adoption.

Section 15.02 LIMITATION OF LIABILITY OF DIRECTORS.

In addition, except as otherwise provided in C.R.S. 7-128-402, a Director shall not be liable to the Association or its members for monetary damages for the breach of the Director’s fiduciary duty. The Association shall indemnify any

Director or Officer or former director or officer of the Association. In no case, however, shall the corporation eliminate or limit the liability of a Director to the Association or its members for monetary damages for any breach of the Director's duty of loyalty to the Association or its members, acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law, acts specified in C.R.S. 7-128-403 or 7-128-501(2) or any transaction from which the Director directly or indirectly derived an improper personal benefit. Neither shall the Association indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Code. Further, if at any time or times the Association is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this by-law if such payment would constitute an act of self-dealing (as defined in Section 4941(d) or the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code). This provision shall only apply to acts or omissions occurring after this date this by-law is enacted.

Article XVI
Amending or Repealing Bylaws

From time to time, these Bylaws may be amended or repealed by a majority of the Board of Directors. All amendments to the Bylaws shall have a first reading at any regular or special meeting of the Board. Then, at the subsequent meeting of the Board, a vote will be taken to amend or repeal the subject bylaw.