

# **Granite City Amateur Hockey Association Incorporated**

## **Article I - Offices**

The principal office of the corporation, initially, shall be located in the City of Granite City, County of Madison, and State of Illinois. The location of the principal office may be changed by the Board of Directors, from time to time, provided that it shall always be located in the State of Illinois. The corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine from time to time.

## **Article II - Board of Directors**

Section 1 - General Powers. The affairs of the corporation shall be managed by its Board of Directors

Section 2 - Number. The first Board of Directors shall consist of seven persons named in the Articles of Incorporation. Two shall serve until June 30, 1972, two shall serve until June 30, 1973, and three shall serve until June 30, 1974. Subsequently, the Board shall consist of seven persons to be selected as hereinafter provided who shall serve for three year terms expiring June 30. Two directors will be elected for terms beginning June 30, 1972 and June 30, 1973 and three will be elected for terms beginning June 30, 1974.

Effective May 24, 2001, and thereafter, the number of members of the Board shall be expanded from nine to twelve. Initially, six of these members shall be selected from those current districts of GCAHA in office on the date of this amendment. These six shall be selected by a majority of the directors and shall serve out their current term of office of one, two, or three years. (Adopted: May 24, 2001)

Additionally, two Board positions shall be elected to represent the Midwest Mustangs and also the Elite or CSDHS teams within the organizations. In the event that Organization no longer field teams for Midwest Mustangs or Elite/CSDHL, those board seats shall be filled consistent with general Board Elections Policies.

Effective March 14, 2017, and thereafter, the number of members of the Board shall be reduced from twelve to ten, with one member representing the Elite or CSDHL teams within the organizations. These members shall be selected by a majority of the directors and shall serve out their current term of office of one, two, or three years. Should the organization field a Midwest Mustangs or other girls only team, an additional member will be added to the Board, consistent with general Board Elections Policies. (Adopted: May 14, 2017)

In subsequent annual elections, vacancies shall be filled as otherwise listed in Section 4 of these By-Laws.

All other requirements in these By-Laws to hold a director position, not inconsistent with this Amendment, remain in full force and effect.

Section 3 - Qualifications. Only members may become a director who is nominated and elected to the board as hereinafter provided. (Amended July 2023)

Section 4 - Election of Directors. New members to the Board of Directors shall be selected from nomination at the annual meeting of the membership and the nominees receiving the most votes of the membership present shall prevail. Electronic voting prior to the Annual Meeting is allowed and constitutes attendance at the Annual Meeting. Where multiple votes are cast for one nominee on a single ballot, only one vote will be counted for that nominee. Where there is a tie vote, a one week run off will occur following the same practices that were used in the initial nomination of directors. Where a tie cannot be broken by repeated votes of the membership, the Board of Directors will appoint the director. All votes cast shall constitute attendance at the Annual Meeting for meeting the attendance quorum for the Annual Meeting.

Section 5 - Meeting. The Board of Directors shall meet monthly; the exact date, place, and time of each meeting to be designated by the President. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. In the case of special meetings called by a majority of the Board of Directors, such majority of the board may set the date, place, and time or such special meetings as may be called by them.

Section 6 - Notice. A three day notice is required either by email, phone, or other forms of notice. This notice will be given of all meetings both regular and special. Any director may waive notice of any meeting. The attendance of any director at a meeting shall constitute a waiver of notice of such a 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 called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. (Adopted March 2009).

Section 7 - Quorum. A majority of the Board of Directors then in office shall constitute a quorum thereof; provided that in no event shall a quorum consist of less than one-third of the directors then in office.

Section 8 - Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws. A director can vote in all matters that the director is involved in. The voting may be done either in person or by conference in which three of the members identify the caller. On special meetings which require urgent attention and the Board of Director cannot meet, email voting can be done. All voting by email will require a time frame to close voting. (Adopted March 2009).

Section 9 - Proxies. No director may act by proxy on any matter

Section 10 - Tenure & Vacancies. Except for the members of the first Board, each director shall hold office for three years or until their death, resignation, removal, or other inability to act. A director may serve for as many terms as they are elected to serve. If a vacancy occurred in the office of a director, it will be filled by appointment through a majority vote of the Board of Directors for the unexpired portion of the term. A director may resign at any time by written notice delivered to the Board of Directors, the President, or Secretary. A resignation is effective when notice is delivered and is accepted by a motion of the Board of Directors unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Except for the members of the first Board, and for the initial 12 members board described in Section 2, Paragraphs 4 and 5, each director shall hold office for three years or until their death, resignation, removal or other inability to act. (Adopted May 24, 2001)

Section 11 - Powers, Grievances. The Board of Directors shall decide any grievance filed with the President by any parent, player, coach, manager, team, or official.

Section 12 - Ex-Officio Members. The Board of Directors may, at its discretion, appoint ex-officio members to the Board of Directors for the purpose of receiving advice and counsel from such ex-officio members; however, ex-officio members will not vote as members of the Board of Directors nor shall they be assigned duties and responsibilities without their express approval and consent.

Section 13 - Compensation. Directors, as such shall not receive any salaries or other compensation for their services; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore, provided, any compensation so paid shall be with the written approval of the majority of the board, exclusive of said director.

Section 14 - Informal Actions. Any action required by law to be taken of directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the actions there taken, shall be signed by all of directors.

Section 15 - Committees. The Board of Directors may create one or more committees and appoint directors or such other persons as the board designates to serve on the committee or committees. Each committee shall have one or more directors, and all committees shall serve at the pleasure of the Board.

Unless the appointment by the board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the By-Laws or action by the Board of Directors; the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

Section 16 - Parliamentary Procedure. Robert's Rules of Order shall be the guideline for the conduct of all meetings of the Granite City Amateur Hockey Association, unless modified by these By-Laws.

Section 17 - Attendance. A board member who fails to attend a total of three regular and/or special meetings in a fiscal year, of the Board of Directors without special circumstances noted and accepted in the minutes of the board shall forfeit the remainder of this term in office. (Adopted July, 1989).

Section 18 - Votes. All directors shall be entitled to one vote. In all voice or public votes, the President or presiding officer of a meeting may vote in all secret ballots. The President or presiding officer shall act as teller for secret ballots unless another person is appointed by motion of the directors. In special meetings that were voted by email, a tie will be broken by the President or presiding officer of a meeting. (Adopted March, 2009)

Section 19 - Executive Sessions. The Board of Directors can conduct business and act in confidential or executive sessions where it deems appropriate for the good of the association or individuals so involved.

Votes taken by the board during the executive session will be documented in the meeting minutes and will be made available to members by either the TBL website or by email upon request. Actions taken by the board that involve individual and team

assignments, member finances, disciplinary actions and matters pertaining to personnel shall be redacted from any posted or released minutes.

Redactions may be included if requested by a director and passed with a majority of the board members present at the time of the request. (Adopted July 2023)

**Section 20 - Oath of Office.** A director, officer or ex-officio member of the Board of Directors shall take an oath of office. The oath of office shall be as follows: I (state your name), do swear to uphold and respect the By-Laws, Rules and Regulations of the Granite City Amateur Hockey Association. I further agree to act to represent the best interests of the membership in all matters before the board.

**Section 21 - Removal of Directors.** A director may be removed with cause. Cause may include but not limited to; (1) the director is engaged in fraudulent or dishonest conduct or has grossly abused his or her position to the detriment of the association, and (2) removal is in the best interest of the association. A director may be removed by (1) a majority plus two votes of the directors then in office and present at a meeting at which a quorum is present. Or, (2) a meeting of the membership entitled to vote where written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such a meeting. A director may be removed by the affirmative vote of two-thirds of the membership.

**Section 22 - Conflict of Interest.** A director shall withdraw from matters and votes where that director is a direct or indirect party to the matter before the board. A direct party includes the director's personal gain in the matter. An indirect party in the matter involves the director's spouse, parents, familial in-laws or entity in which the director has a personal interest, or of which the director is a director or general partner.

### **Article III - Officers**

**Section 1 - Officers.** The officers of this corporation shall be a President, Vice President, a second Vice President, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provision of this article. The Board of Directors may elect or appoint such other officer as it may deem desirable, such officers to have the authority to perform the duties described from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Vice President.

Section 2 - Election and Term of Office. All officers shall be appointed by the Board of Directors and shall serve for a term of one year or until successors shall be appointed. All officers may succeed themselves in office. The President and Vice President shall be elected from among the members of the Board of Directors.

Section 3 = Removal. Any office elected or appointed by the Board of Directors may be removed by a majority vote of the directors present at a meeting in which a quorum is present, whenever in its judgment the best interest of the corporation would be served hereby.

Section 4 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 - President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control the business and affairs of the corporation. They may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and, in general, they shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. They may represent the corporation in a local, state, or national meeting.

Section 6 - Vice President. In the absence of the President or in event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall hold all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 7 - Second Vice President. In the absence of the President and Vice President or in event of their inability or refusal to act, the second Vice President shall perform the duties of the President, and when so acting shall hold all the powers of and be subject to all the restrictions upon the President. The Second Vice President shall perform such other duties as from time to time may be assigned to them by the President, Vice President, or by the Board of Directors.

Section 8 - Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for

monies due and payable to the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; at least once a year, as the Board may designate, the Treasurer shall give a full and complete financial report of the corporation and, in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 9 - Secretary. The secretary shall keep the minutes of the meeting of the member and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records, the execution of which on behalf of the corporation is duly authorized in accordance with the provision of these By-Laws; keep a register of the post office address of each member of the Board of Directors; shall ascertain unless a Registrar is appointed by the board, that all individual players, coaches, managers, teams, and leagues are properly registered with the corporation and maintain a register thereof; and, in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

## **Article IV - Members**

Section 1 - Eligibility. A family shall be a member automatically for the year beginning July 1st and ending July 30th. If during that year they have a child enrolled on a "house/recreational" team or "league/competitive" team and are in "good standing" in the Granite City Amateur Hockey Association Inc. hockey program.

Section 2 - Voting. Each family membership shall be entitled to one vote.

Section 3 - Meetings. There shall be an annual meeting of the membership during the three month period of March, April, May, or June of each year for the purpose of electing directors and for such other business as may come before the membership. Notice of the meeting shall be given by mail, email, or posting on the organizations' website or derived to the family at least five days beforehand.

Section 4 - Quorum. Members holding one-tenth of the votes entitled to be case represented in person shall constitute a quorum. Failure of a quorum to attend shall require a continuance in office of the directors last elected until the next annual meeting of membership.

Section 5 - Proxies. No member shall act by proxy on any matter without prior approval of the President (or presiding officer).

Section 6 - Waiver of Notice. Whenever any notice whatsoever is required to be given under the By-Laws, a waiver thereof in writing signed by the person or persons entitled to such a notice, whether before or after the time stated therein shall be deemed equivalent to giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 7 - Inspectors. At any meeting of the membership, the President or presiding officer of the meeting may or upon request of the members shall appoint one or more persons as inspectors for such meeting, unless an inspector or inspectors have been previously appointed for such meeting by these By-Laws. Such inspectors shall ascertain and report the number of votes represented at the meeting; count votes and report the results; and do such other acts to ensure proper conduct for the election and voting with impartiality and fairness to all the members.

## **Article V - Finances**

Section 1 - Disbursements. The Board of Directors may authorize disbursement to pay such expenses as it shall consider being reasonable and necessary for the operation of the corporation and for the solicitation and maintenance of funds of the corporation. The Treasurer may, unless prohibited by resolution of the Board of Directors, execute checks on behalf of the corporation in an amount not to exceed \$50.00 for any check, for any routine expense of the corporation, but each such check shall be countersigned by the President or another officer.

Section 2 - Prohibition on Gifts. No gift or loan shall ever be made directly or indirectly for the benefit of any of the officers or directors of the corporation or for any individual member of any participating organization.

Section 3 - Agents. The Board of Directors may authorize any officer, agent, or agents of the corporation, in addition to the officers so authorized by there By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4 - Signature of Checks and Notes. All checks, drafts, or orders for the payments of monies, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation



and in such manner shall from time to time be determined by resolution of the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the corporation or another officer.

Section 5 - Depositories. All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6 - Receipt of Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, request or devise for the purposes or for any specific purpose of the corporation.

Section 7 - Termination of Corporation. In the event of the termination of the existence of the corporation, the corporate assets shall be distributed as provided in the Articles of Amendment of the Articles of Incorporation. In no event shall any funds remaining in the treasury be paid to any officers or directors of the corporation or any individual members of any participating organizations. (Adopted: December 8, 1971)

## **Article VI - Books & Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at the registered office or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or that member's agent or attorney, for any purpose and at any reasonable time.

## **Article VII - Fiscal Year**

The fiscal year of the corporation shall end on the last day of June in each year.

## **Article VIII - Corporate Seal**

The association shall have a corporate seal cast and held by the Secretary of the Board of Directors. The Secretary or appointed designees shall affix the seal on all documents where applicable.

## **Article IX - Waiver of Notice**

Whenever any notices required to be given under the provisions of the Illinois Not-for-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the By-Laws of the corporation, waiver, thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

## **Article X - Amendments to the By-Laws**

Section 1 - Proposals. Any director may propose amendments to these By-Laws by submitting the same in writing to the President and to the Secretary and such will be considered and approved or disapproved at the next meeting of the Board of Directors.

Section 2 - Meetings. Proposed By-Laws amendments may be considered and voted upon by the Board of Directors at either a regular or special meeting; however, the notice of such meeting, whether regular or special, shall notify each director of the proposed amendment.

Section 3 - Action. Amendments may be approved by a majority of the directors present and voting at a meeting at which a quorum is present, and if so approved, shall be adopted and if so disapproved, shall be rejected.

These By-Laws adopted February 22, 1971 unless otherwise noted.