



# **Cambridge-Isanti Hockey Association**

## **Bylaws**

### **Revision History**

Adopted March 5, 1987

...

Revised 03/17/2014

Revised 03 / 24 / 2025

## **TABLE OF CONTENTS**

<b>I. PURPOSE</b>	<b>4</b>
<b>II. AFFILIATION</b>	<b>4</b>
<b>III. MEMBERSHIP</b>	<b>4</b>
A. Voting Members	4
B. Member Dues / Fees	5
C. Rights of Members	5
D. Members Not Financially Obligated	5
E. Membership Duration	5
F. Membership Non-transferable	5
G. Membership Termination	5
H. Member Grievance Procedure	6
I. Meetings of Voting Members	6
<b>IV. BOARD OF DIRECTORS (GOVERNING BODY)</b>	<b>8</b>
A. Board Governing Powers	8
B. Board Compensation	9
C. Board Number and Qualification	9
D. Board Service Eligibility	9
E. Board Terms	9
F. Annual Meeting Election Process	9
G. Board Member Resignation	10
H. Board Member Termination or Removal	10
I. Board Vacancies	10
J. Regular Board Meetings	10
K. Special or Emergency Board Meetings	10
L. Board Meeting Notices	10
M. Board Meeting Quorum	10
N. Board Action / Voting	11
O. Private Entity	11
P. Meeting Procedures	11
Q. Meeting Decorum	11
R. Board Meetings by Remote Participation	11
S. Board Written Action Without a Meeting	11
<b>V. OPTIONAL ADVISORY BOARD (NON-GOVERNING BODY)</b>	<b>12</b>
A. Number and Qualifications	12
B. Powers	12
C. Terms	12
D. Meetings	12
<b>VI. OFFICERS</b>	<b>12</b>
A. Election of Board Officers	12
B. Terms	13
C. Resignation	13
D. Removal	13

<b>E. Board Officers &amp; Duties</b>	<b>13</b>
<b>VII. COMMITTEES &amp; TASK FORCES</b>	<b>14</b>
<b>A. Authority</b>	<b>14</b>
<b>B. Committees</b>	<b>14</b>
<b>C. Task Forces</b>	<b>14</b>
<b>D. Executive Committee</b>	<b>15</b>
<b>E. Meetings</b>	<b>15</b>
<b>VIII. EXECUTIVE OFFICERS, EMPLOYEES, &amp; INDEPENDENT CONTRACTORS</b>	<b>15</b>
<b>A. Designation</b>	<b>15</b>
<b>B. Compensation</b>	<b>15</b>
<b>C. Checks, Drafts, Petty Cash Fund</b>	<b>16</b>
<b>D. Volunteers</b>	<b>16</b>
<b>IX. MANAGEMENT PROVISIONS</b>	<b>16</b>
<b>A. Diversity, Equity &amp; Inclusion</b>	<b>16</b>
<b>B. Financial Year</b>	<b>16</b>
<b>C. Annual Budget &amp; Financial Information</b>	<b>16</b>
<b>D. Accounts</b>	<b>17</b>
<b>E. Corporate Office</b>	<b>17</b>
<b>F. Other Offices</b>	<b>17</b>
<b>G. Records</b>	<b>17</b>
<b>H. Inspection</b>	<b>17</b>
<b>I. Ownership of Intangible Assets</b>	<b>17</b>
<b>J. Legal Instruments</b>	<b>18</b>
<b>K. Loans</b>	<b>18</b>
<b>L. Periodic Reviews</b>	<b>18</b>
<b>M. Affiliations</b>	<b>18</b>
<b>N. Policies and Procedures</b>	<b>19</b>
<b>X. AMENDING THE ARTICLES OF INCORPORATION AND BYLAWS</b>	<b>19</b>

## **I. Purpose**

This corporation is not operated as a for profit. The CIHA is organized exclusively for the nonprofit purposes as specifically described in the Articles of Incorporation. All changes to the CIHA's purpose are governed by changes to that document.

## **II. Affiliation**

USA Hockey is the national governing body for the sport of ice hockey in the United States. Minnesota Hockey is the national district affiliate of USA Hockey.

Minnesota Hockey has jurisdiction over all member-team activities, including but not limited to, registration of teams, formation of leagues, sanctioning of tournaments, and conducting playoffs and Region and State tournaments. Activities involving Minnesota Hockey teams must be sanctioned by Minnesota Hockey.

Minnesota Hockey is split into Districts based on geographic area. Each District contains Associations. Each Association is affiliated with Minnesota Hockey through an affiliate agreement.

This organization is part of District 10 which contains all Associations found in: Andover, Anoka, Becker-Big Lake, Blaine, Cambridge-Isanti, Centennial, Champlin Park, Coon Rapids, Elk River, Hinckley, Mora, North Branch, Pine City, Princeton, Rogers, Spring Lake Park and St. Francis.

District 10 is guided by the core values of Minnesota Hockey.

District 10 assists Minnesota Hockey in the administration and enforcement of its bylaws; rules and regulations; playing rules; and decisions of the Board of Directors of Minnesota Hockey.

Cambridge-Isanti Hockey Association abides by the structures of District 10, Minnesota Hockey and USA Hockey.

## **III. Membership**

The CIHA may have both voting and non-voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws. The management of the affairs of CIHA is vested in a Board of Directors.

### **A. Voting Members**

Voting members are entitled to 1 member vote when authorized by these bylaws or by board resolution and may serve on the board of directors.

- 1. Active Adult Member.** An adult 18 years of age or older at the time of registration, who is affiliated with a fully registered CIHA youth participant in good standing is eligible to become an Active Adult Member. Each participant family system may have up to two Active Adult Members regardless of the number of participants in that family. Proxy voting is not permitted.
- 2. Gambling Manager Member.** Any individual serving in the role of Gambling Manager for CIHA exclusively is a Gambling Manager Member allowed 1 vote but is not eligible to serve on the Board of Directors.

## **B. Member Dues / Fees**

The Board will determine from time to time the annual dues (if any) and all other fees due from members. The Board will publish a schedule of dues or fees on an annual basis. “Good standing” and continued membership is contingent upon remaining current with dues payments (if any). Failure to pay dues may subject members to termination or suspension.

## **C. Rights of Members**

The Board governs and voting members have limited voting rights. Each voting member in “good standing” is eligible to cast one vote at the annual meeting of the voting membership as well as one vote in any periodic vote involving the voting membership as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is not permitted.

## **D. Members Not Financially Obligated**

No member will be personally responsible for any financial obligation of the CIHA.

## **E. Membership Duration**

Once registered as a CIHA Member, Membership will continue until the annual renewal date.

## **F. Membership Non-transferable**

Membership in CIHA may not be assigned or transferred in any way.

## **G. Membership Termination**

All member rights, privileges, and benefits will cease in the event of:

- 1.** Resignation by the member with notice; or,
- 2.** Death of the member; or,
- 3.** Expiration of the membership duration; or,
- 4.** Failure to pay applicable dues/fees (if any).
- 5.** Expulsion (termination) or suspension of a voting member for cause:

- a. Termination of a voting member will follow a procedure that is fair and reasonable under the facts and circumstances. This process will include:
  - At least 15 days prior written notice of the expulsion, suspension or termination which includes a stated reason;
  - The member being terminated or suspended may respond in writing not less than 5 days before the effective date of the termination or suspension to the governing body, committee or person with authorization to determine the outcome
- b. “Good cause” may include violations of state or federal laws; the CIHA’s articles; bylaws; its codes of conduct; other policies & procedures; or actions that jeopardize the CIHAs tax exempt status; misappropriation of Corporate assets; or any actions or omissions which are counter to the mission and values of the CIHA.
- c. The member may be removed by a two-thirds vote of the Board of Directors; or a two-thirds vote of the voting membership.
- d. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the CIHA for dues/fees/assessments, or for charges for goods or services.

## **H. Member Grievance Procedure**

Any voting member may file a formal grievance with the CIHA. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in the CIHA's Grievance Policy and Procedure, a copy of which is available on the organization's website.

## **I. Meetings of Voting Members**

1. **Record Date and Membership Roster.** The record date for tabulating who are the voting members at the time of a voting members meeting will be 15 calendar days before the meeting. All members in good standing as of this date will be members entitled to notice of the meeting and entitled to vote at the meeting. The Board will maintain an alphabetical list of member names with email or mailing addresses who are entitled to receive a notice and vote. This list will be approved and adopted by the Board of Directors as the official membership roster for providing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.
2. **Notice to Members.** Written notice, including the date, time, and place of the meeting, will be provided to each member listed on the official membership roll and via publication on the organization’s website, at least 5 calendar days in advance of a member meeting. Notice will not be provided more than 60 calendar days in advance of a member meeting. Notice may be provided through any reasonable method.

- 3. Regular Member Meetings.** CIHA, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.
- 4. Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of the CIHA at the meeting.
- 5. Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a majority of the Board of Directors, or a petition signed by 50 individuals or 10% of the of the members entitled to vote, whichever is less. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
- 6. Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the CIHA will implement reasonable measures to:
  - a.** Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
  - b.** The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
  - c.** Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.
- 7. Member Meeting Quorum.** A quorum of the members is 10% of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
- 8. Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is not permitted. The following decisions in all cases require approval of the voting membership:
  - Election of Directors; and
  - Ratification / rejection of amended Bylaws
- 9. Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. The CIHA is not obligated to follow Robert's Rules of Order.

- 10. Member Meeting Decorum.** The CIHA will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.
- 11. Member Action Without a Meeting.** The CIHA will not take member action without a meeting since state law requires a unanimous vote for action without a meeting.

## **IV. Board of Directors (Governing Body)**

### **A. Board Governing Powers**

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the CIHA, including but not limited to the following:

- 1.** Performance of all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the CIHA.
- 2.** Appointment and removal of Board Directors & Officers.
- 3.** Oversee the affairs and activities of the CIHA and set policies and procedures.
- 4.** Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
- 5.** Acquire, manage, improve, encumber, leverage, or dispose of real or personal property, through any lawful method.
- 6.** Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
- 7.** Provide indemnification for directors, officers, employees, committee members or other official agents who are serving at the request of the corporation and to obtain insurance for these purposes.
- 8.** Uphold the Bylaws, Policies and Procedures of the CIHA.



9. The Board of Directors may engage in acts that are in the best interests of the CIHA and that are not in violation of state or federal laws or regulations. No director will have any right, title, or interest in or to any property of the CIHA.

## **B. Board Compensation**

All members of the Board will serve as volunteers. No compensation may be paid to the directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

## **C. Board Number and Qualification**

CIHA's Board of Directors must be composed of not less than 9, with the upper limit being set by the Board of Directors at their discretion.

All directors must be over the age of 18 and a member of the organization. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

In order to avoid conflicts or the appearance of undue influence, only one active adult member per player family system may serve on the Board at any given time.

## **D. Board Service Eligibility**

All Directors are elected from the pool of voting members.

## **E. Board Terms**

All directors will serve a 3-year term. The CIHA will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a director may serve, except that directors must take at least one year off after serving 2 full terms.

## **F. Annual Meeting Election Process**

1. **Nominating Committee.** At least 90 days before the annual meeting, the Board will charter a nominating committee. The nominating committee will recruit a number of candidates that meets or exceeds the number of vacant seats. A list of candidates will be published to the members at least 30 days before the annual meeting.
2. **Elections.** Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates put forward by the nominating committee. Those candidates receiving the highest number of votes will be elected.
3. **Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting.

### **G. Board Member Resignation**

A director may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new director will be seated on the effective date and will serve out the remainder of the resigning member's term. If less directors will remain after the resignation than is mandated as the minimum by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of directors is maintained.

### **H. Board Member Termination or Removal**

Any director may be removed at any time with or without cause, by an affirmative vote of a two thirds majority of all the remaining directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The director subject to removal may not vote on the matter. Upon removal, a successive director may then be elected to fill the vacancy created and serve out the remainder of that term.

### **I. Board Vacancies**

Vacancies in the Board of Directors are filled by a vote of the majority of the remaining directors at a properly called meeting. The board will advertise the open position for 30 days. The new director appointed will fulfil the remainder of the term for that seat.

### **J. Regular Board Meetings**

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements.

### **K. Special or Emergency Board Meetings**

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

### **L. Board Meeting Notices**

All regular meeting notices, including the date, time, and place of the meeting, are provided to each director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

### **M. Board Meeting Quorum**

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated directors are not present, no voting may occur.

## **N. Board Action / Voting**

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among directors. Abstaining from votes is not permitted. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with the CIHA's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the CIHA and must be carried out.

## **O. Private Entity**

The CIHA is a private nonprofit corporation not subject to open meetings law and government data practices. The CIHA may hold its meetings open to the public, if desired or if required by grant funding or similar requirements.

## **P. Meeting Procedures**

All questions of order with respect to any meeting or action of the CIHA, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or committee Chair. The CIHA is not obligated to utilize Robert's Rules of Order.

## **Q. Meeting Decorum**

The CIHA follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any director, officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a director, officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another officer may act in the President's place if required.

## **R. Board Meetings by Remote Participation**

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all directors in attendance to participate contemporaneously in the meeting.

## **S. Board Written Action Without a Meeting**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by either a unanimous vote or a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can

reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).

- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **V. Optional Advisory Board (Non-Governing Body)**

### **A. Number and Qualifications**

The CIHA may have an Advisory Board if desired. The Advisory Board members are elected by a vote of the Board of Directors at any meeting. The Advisory Board is composed of not less than 3 persons. The Board of Directors will seek Advisory Board members who have an expressed concern for the mission, or who have demonstrated expertise in relevant areas. Advisory Board members are not required to be over age 18.

### **B. Powers**

Any Advisory Board does not have any powers to govern the CIHA or vote on corporate matters. Instead, the Advisory Board is a body that provides non-binding strategic advice to the governing Board of Directors. Advisory Board members may attend Board meetings and may serve on committees or task forces.

### **C. Terms**

Once appointed, Advisory Board members will serve 1-year terms. There is no limit to the number of terms an Advisory Board member may serve.

### **D. Meetings**

The Advisory Board will meet at least annually. Advisory Board members meetings may include remote participation.

## **VI. Officers**

### **A. Election of Board Officers**

Board Officers must first also be on the Board of Directors of the CIHA. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint

temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

## **B. Terms**

All Board Officers will serve a 1-year term that coincides with a portion of their term as director. There is no limit to the number of terms an officer may serve. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

## **C. Resignation**

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

## **D. Removal**

Board Officer positions are distinct from board membership. Any officer who is removed as a director is also automatically removed from their officer position. However, any officer may be removed only from their officer position with or without cause by a vote of all remaining directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the officer term.

## **E. Board Officers & Duties**

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

- 1. President.** The President convenes regularly scheduled board meetings, presides at meetings, or arranges for other directors to preside at each meeting. Since all board members are of equal authority, any other officer or director may serve in the President's absence. The President does not have any extraordinary authority or veto power due to their Office.
- 2. Secretary.** The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 3. Treasurer.** The Treasurer makes a report at each board meeting and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required, may help develop fundraising plans if required.

4. **Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.
5. **Gambling Manager.** Pursuant to Minn. Administrative Rule 7861.0230 the Gambling Manager must maintain a Gambling Manager license in good standing with the Minnesota Gambling Control Board for as long as the Corporation maintains an organization license for lawful gambling with the state of Minnesota. The Gambling Manager carries out the gambling management duties as defined by Minn. Administrative Rule 7861.0230 Subpart 8 including attendance at a majority of board meetings.
6. **Assistant Gambling Manager.** Optionally, the organization may appoint an Assistant Gambling Manager to be supervised by the Gambling Manager. The Assistant Gambling Manager has the duties and restrictions prescribed by Minn. Administrative Rule 7861.0230 Subpart 9. Assistant Gambling Managers are not required to hold a license.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

## **VII. Committees & Task Forces**

### **A. Authority**

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are always subject to the control and direction of the Board. Ideally, at least one member the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

### **B. Committees**

Committees may be standing or have an expiration date. Examples of committees that may be formed by resolution adopted by a majority of the Board include but are not limited to: Governance, Gambling, Grievance, Finance, etc.

Committees are formed under a detailed charter describing their purpose and duties.

### **C. Task Forces**

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband

when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

#### **D. Executive Committee**

The Board of Directors may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. This committee is always subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Executive Director. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

#### **E. Meetings**

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

### **VIII. Executive Officers, Employees, & Independent Contractors**

#### **A. Designation**

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of the CIHA and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

#### **B. Compensation**

The CIHA may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

### **C. Checks, Drafts, Petty Cash Fund**

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the CIHA. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

### **D. Volunteers**

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The CIHA may maintain insurance policies to cover those serving as volunteers.

## **IX. Management Provisions**

### **A. Diversity, Equity & Inclusion**

#### **1. Non-Discrimination**

The CIHA will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

#### **2. Equal Opportunity**

The CIHA will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

#### **3. Diversity, Equity & Inclusion**

The CIHA will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

### **B. Financial Year**

The accounting year of the CIHA begins on May 1 and ends on April 30.

### **C. Annual Budget & Financial Information**

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the CIHA's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.



## **D. Accounts**

1. The CIHA will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the CIHA.
2. Any officer of the CIHA or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. CIHA will at all times have at least two signatories on every bank account or financial account.
3. All money raised in the CIHA's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

## **E. Corporate Office**

The corporate office of the CIHA is the place designated in the Articles of Incorporation as the corporate office. The CIHA may change its corporate office in accordance with state law. The corporate records are stored at the corporate office or in an electronic file storage system.

## **F. Other Offices**

The CIHA may maintain offices or places of business other than the corporate office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of the CIHA may require.

## **G. Records**

The CIHA will keep correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years at the corporate office address or in an online filing system.

## **H. Inspection**

A voting member or director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or director of the corporation.

Upon request the CIHA will give a voting member or director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

## **I. Ownership of Intangible Assets**

From time-to-time accounts will be established on behalf of the CIHA for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the CIHA and should be opened in the name of the CIHA whenever possible. If ownership cannot be established in the name of the CIHA, the individual must grant secondary authority whenever possible or share account information and log in credentials to the CIHA's designee to preserve right of access to these assets and accounts.

## **J. Legal Instruments**

All contracts, agreements, and other legal instruments executed by the CIHA must be issued in the name of the CIHA, not the individual name of a director or officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

## **K. Loans**

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the CIHA must comply with state laws governing nonprofits.

## **L. Periodic Reviews**

Periodic reviews are conducted to ensure the CIHA operates in a manner consistent with its charitable purposes; that it files all required paperwork; and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the CIHA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.
3. Whether the CIHA is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
4. Whether the CIHA is compliant with state and federal fundraising regulations and industry best practices.
5. Whether the CIHA has adequate and necessary insurance coverages for liability, directors and officers, workers compensation, or other coverages.

## **M. Affiliations**

The CIHA may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

## **N. Policies and Procedures**

The Board of Directors may establish policies and procedures including but not limited to:

- To maintain records of decisions made by the Board in one central location.
- Regarding internal financial controls.
- Regarding conflict of interest.
- Regarding gifts and grants to other individuals/organizations.
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

## **X. Amending the Articles of Incorporation and Bylaws**

The CIHA has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

In addition, the voting members will approve amendments to the Bylaws at a member meeting. To the extent permitted by state law, the voting members authorize the Board of Directors to amend the Articles as necessary.

### **Certification**

These Bylaws were approved at a properly conducted meeting of the Board of Directors of CIHA by a majority vote.

\_\_\_\_\_  
President *Joe Burkite*

\_\_\_\_\_  
3/24/2025

Date

The voting membership approved these Bylaws on the 24th day of March, 2025.