

BY-LAWS

LAWRENCE COUNTY AMATEUR HOCKEY ASSOCIATION
A NON-PROFIT CORPORATION

Updated: August 15, 2019

ARTICLE I – CORPORATION

Section 1.1.....LEGAL NAME

The name of this non-profit corporation shall be the Lawrence County Amateur Hockey Association, Inc., hereafter referred to as the LCAHA or the Corporation

Section 1.2.....PRINCIPAL OFFICE

The principal office of the corporation shall be located in Lawrence County, Pennsylvania at a place the Board shall designate from time to time.

Section 1.3.....DEFINITION OF BY-LAWS

These By-Laws constitute the code of rules adopted by LCAHA for the regulation and management of its affairs.

ARTICLE II – OBJECTIVE

Section 2.1.....PURPOSE

The purpose of the Association shall be to promote, supervise, and finance all Youth Hockey sponsored by LCAHA.

Section 2.2.....OBJECTIVE

The objectives of this corporation shall include but shall not be limited to:

- A. To provide a safe and healthy environment for all participants;
- B. To provide an opportunity for all new players, regardless of ability, to participate in the prescribed programs;
- C. To provide an opportunity to learn basic hockey skills, without regard to athletic ability, or past athletic experiences, thus creating a fair and equal opportunity for all players to participate;
- D. To provide for those who meet prescribes standards, and have a personal desire, to advance and participate in a more competitive environment;
- E. To provide an atmosphere of fun and an opportunity to compete for success, but not at the expense or compromise of the above-mentioned objectives.

Section 2.3.....LEADERSHIP

This purpose and these objectives are to be promoted and maintained by the qualified adult leadership appointed by the Board of Directors.

Section 2.4.....IRS Section 501 (c)(3)

This purpose and these objectives are to be carried out in a manner consistent with the requirements for a tax exempt organization under 501 (c) (3).

ARTICLE III – MEMBERS

Section 3.1.....CLASSIFICATION

This Corporation shall have two (2) classes of membership.

- A. Playing Members;
- B. Non-Playing Members;

Section 3.2.....REQUIREMENTS/QUALIFICATIONS

The requirements of membership shall be as follows:

- A. Any person participating in the LCAHA program who meets the following criteria shall be classified as a Playing Member.
 - 1. Player must be a bona fide amateur 18 years of age or under, whose age in within the guidelines set by the Board of Directors.
 - 2. Player must have all of the proper registration forms completed, submitted and accepted by the appointed registrar of the LCAHA.
 - 3. Players must have all dues and assessments paid in accordance with the guidelines set by the Board of Directors.
 - 4. No player shall be excluded from membership by reason of race, color, creed, sex, or national origin.
- B. Any person not participating in the LCAHA as a player, who meets the following criteria shall be classified as a Non-Playing Member.
 - 1. Any adult, eighteen (18) years of age or older, who is a legal parent or guardian of a playing member may be a member.
 - 2. No person shall be excluded from membership by reason of race, color, creed, sex, or national origin.

Section 3.3.....DUES AND ASSESSMENTS

The dues and Assessments of Membership shall be as follows:

- A. Playing Members: Dues and assessments for playing members shall be established annually by the Board of Directors.
- B. Non-Playing Members: No dues or assessments shall be charged to non-playing members.

Section 3.4..... TERMS OF MEMBERSHIP

The following constitutes terms of membership.

- A. Once becoming a member of the LCAHA such persons shall maintain membership until the expiration date of that membership year.
- B. The membership year shall run from August 1 through July 31 of the following year.
- C. A member must meet the criteria for membership set forth in ARTICLE III, Section 3.2 for each and every year they desire membership.

Section 3.5.....VOTING RIGHTS OF MEMBERS

The following are VOTING RIGHTS for both classes of Membership.

- A. Playing Members: Playing Members will have no voting rights within the LCAHA.
- B. Non-Playing Members: Each playing member shall be entitled to have one non-playing member vote on their behalf on each matter submitted to a vote of members. This vote will be taken by a parent or guardian of the playing member. If the family cannot agree, no vote may be cast.

Section 3.6.....TRANSFERABILITY OF MEMBERSHIP

The Membership in this Corporation is non-transferable and non-assignable.

Section 3.7.....TERMINATION OF MEMBERSHIP

- A. Membership in this Corporation can be terminated by the Board of directors for any of the following, and for no other reasons.
 - 1. Receipt by the board of Directors of the written resignation of a member, executed by the member or the member's duly authorized attorney in fact.
 - 2. The death of a member.
 - 3. The failure of a member to pay dues and assessments by the designated due date.
 - a. Following fifteen (15) days written notice of an outstanding balance:
 - b. Upon restitution of payment to the LCAHA, such a person shall be reinstated to full membership status.
 - 4. The failure of a member to follow and abide by the rules, regulations, and ideals set forth by this Corporation in accordance with said By-Laws and LCAHA Policies or Resolutions, USA

Hockey rules, Rules of a facility utilized by the team , PAHL Rules and Federal, State and Local Laws.

B. If the terminated member chooses to appeal, the following process shall be followed:

1. Reinstatement can occur only if appeal is successful;
2. A request for a hearing before the Board shall be sent in writing within ten (10) days of notification of termination.
3. A hearing is to then be held before the Board of Directors with member in dispute and any requested representation within thirty (30) days. A member may only have one representative.
4. A final and binding decision is to be rendered by the Board of Directors within thirty (30) days of the hearing, which is final and unappealable.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1.....DEFINITION OF BOARD OF DIRECTORS

The Board of Directors is that group of persons vested with the management of business and affairs of this Corporation, who are members of the Corporation and who shall be elected by membership.

Section 4.2.....NOMINATIONS

Nomination for the Board of Directors may occur as follows:

- A. All nominees for the Board of Directors and Officers must currently be non-playing members of this Corporation.
- B. Nomination for the election to the Board of Directors shall be made by members at or prior to the July Business Meeting. A slate for nominees shall be presented to the Membership via e-mail prior to the August Business Meeting;
- C. Any member can submit their name or recommend a candidate:
- D. Any Member in good standing may be nominated for the Board of Directors from the Membership prior to the July Business Meeting. Nominations must be seconded by a second non-playing member in good standing at the July Business Meeting and nominee, if absent from meeting, must submit in writing their approval to be nominated.

Section 4.3.....ELECTIONS

Election shall take place prior to the Annual Meeting. Directors shall be elected by a cumulative vote of the members via electronic ballot.

Section 4.4.....REGULAR DIRECTOR'S MEETING

- A. Regular meetings of the Board of Directors shall be held at least once a month.
- B. The time and place of each meeting shall be determined by the President and each Director shall be given at least five (5) days notice prior to such meeting. Notice of Directors Meetings shall also be posted five (5) days prior to such meeting at the principal ice Arena of the Lawrence County Amateur Hockey Association;
- C. These meeting are open to all non-playing members in good standing in the LCAHA.

Section 4.5.....NUMBER OF DIRECTORS

The business and affairs of this Corporation shall be managed and controlled by a Board of not less than five (5) nor more than seven (7) Directors.

Section 4.6.....TERMS OF OFFICE

- A. Each Director shall serve a term of three (3) years;
- B. No Director shall serve more than three (3) successive full terms;

Section 4.7.....QUORUM

A majority of the elected Board of Directors will constitute a quorum. The act of majority present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 4.8.....ABSENCE OF DIRECTOR

- A. The Board of Directors, by a two-thirds vote of its entire Board may remove a Director who is absent from three (3) consecutive regular meetings of the Board without valid cause; provided that upon their being absent from two (2) of such meetings, such Director is notified in writing at least five (5) days prior to the third meeting, of the contemplated action of the Board and after being absent from the third meeting, should said Director fail to attend the fourth meeting with a valid explanation. The validity of such explanation shall be determined by the Board and such determination shall be final.
- B. The Board of Directors, by a two-thirds vote of its entire Board may remove a Director who is absent for four (4) regular meetings of the Board in a fiscal year without valid cause; provided that upon their being absent from three (3) of such meetings, such Director is notified in writing at least five (5) days prior to the third meeting, of the contemplated action of the Board and after being absent from the third meeting, should said Director fail to attend the fourth meeting with a valid explanation. The validity of such explanation shall be determined by the Board and such determination shall be final.

Section 4.9.....REMOVAL OF DIRECTORS

Any board of Director elected or appointed to office may be removed by a two-thirds majority of the entire Board of Directors, whenever in their judgement the best interests of the Corporation will be served.

Section 4.10.....COMPENSATION

- A. Directors shall not receive compensation for their services as Directors and shall not otherwise be gainfully employed by the Corporation but, by resolution of the Board of Directors may be reimbursed for necessary expenses.

Section 4.11.....VACANCIES

In the event of a vacancy in the Board of Directors, the President shall nominate a candidate to fill the vacant position. This candidate must then be approved by a two-thirds vote of the entire Board of Directors. Each newly elected Director shall serve the unexpired term of the Director being replaced.

ARTICLE V – OFFICERS

Section 5.1.....ROSTER OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, (one or more to be determined by the Board of Directors), a Secretary, and a Treasurer.

Section 5.2.....DUTIES OF OFFICERS

The Officers shall perform the duties prescribed in the parliamentary authority and these By-Laws.

- A. President – The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all of the meetings of the members and of the Board of Directors. He 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 agent of the Corporation: and in general he shall perform all duties as may be prescribed by the Board of Directors from time to time. The President shall appoint with Board approval from time to time such committees as may be, in judgement, desirable. The President shall be an ex-officio member of such committees and such committees shall function under the president's direction and supervision.
- B. Vice President – The Vice President shall have such powers and perform such duties as may be delegated to him by the president: In the absence or disability of the president, he shall perform the duties and exercise the powers of the President.
- C. Secretary – The Secretary shall keep the minutes of all meetings of the Board of Directors, meetings of the members of the Corporation, and any other meeting to which the Secretary is designated by the president to attend. In books provided for such purposes; he shall attend to the giving and serving of all notices; he shall sign with the President, or the Vice President, in the name of the Corporation thereto; he shall have charge of all books and papers as the Board of Directors may direct, and shall perform in general all duties incident to the office of Secretary subject to the control of the Board of Directors. He shall submit such reports to the Board as may be requested by them.
- D. Treasurer – The Treasurer shall 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 from any source whatsoever, and deposit all such monies in the names of the Corporation in such banks, trust companies; or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 5.3.....ELECTION OF EXECUTIVE OFFICERS

Each of the Officers of this Corporation will be elected by the Directors at the Annual Meeting of the Board of Directors following the Annual Meeting Secret ballot. Each officer will remain in office until a successor to the office has been elected.

Section 5.4.....NOMINATIONS FOR EXECUTIVE OFFICE

- A. All nominees for elected office must currently be serving on the Board of Directors.
- B. Nominations for elected office shall be made by the Board of Directors. Any Director can submit their name or a recommended candidate to be nominated.
- C. Any Director may also be nominated for elected office by another director at the meeting specified in Article 5 Section 5.3 of these By-Laws. Nomination must be seconded by another Director.
- D. The nominee for the office of President must have served a minimum of one year on the Board of Directors to qualify for nomination unless no such person exists.

Section 5.5.....TERM OF OFFICE

The term of office for each elected officer shall be one (1) fiscal year, following the Annual Meeting and ending on the same day.

Section 5.6.....REMOVAL OF OFFICERS

Any Officer elected or appointed to office may be removed by two-thirds majority of the entire Board of Directors, whenever in their judgement the best interests of this Corporation will be served.

Section 5.7.....VACANCY OF OFFICE

Conditions of replacement due to vacancies.

- A. In the event that the office of the President is vacated, for any reason, the Vice President shall assume the position of president for the remainder of the Term of Office.
- B. In the event that the office of any position other than the Presidency is vacated the President shall submit a recommended replacement to the Board of Directors. The Directors must then approve recommendation by a two-thirds majority of the entire Board.

Section 5.8.....MULTIPLE OFFICE HOLDERS

In any election of Officers, the Board of Directors shall not elect the same person to more than one office. No single person may hold more than one office simultaneously.

ARTICLE VI – MEETINGS

Section 6.1.....ANNUAL BUSINESS MEETING

- A. There shall be an Annual meeting of the membership held on or before the last day of the first month of the fiscal year.
- B. The time and place of such meeting will be determined by the Board of Directors.
- C. Written notification of this meeting will be sent to the Membership at large ten (10) days prior to the meeting date.
- D. The meeting open to all non-playing members in good standing .
- E. The Agenda of this meeting shall be as follows:
 - 1. Reports of Officers and Committees
 - 2. Old Business
 - 3. Announcement of the results of the electronic election to the Board of Directors. Election results shall be made available to any member in good standing upon written request.
 - 4. Election of the Officers by the Board of Directors.
 - 5. Motions, Resolutions and new business
 - 6. Adjournment

Section 6.2.....BOARD OF DIRECTORS MEETING

The Board of director meetings shall be regulated in accordance with Article IV Section 4.4 of these by-laws.

Section 6.3.....SPECIAL MEETINGS

Special meetings of this Corporation can and may be held at various times.

- A. A Special Meeting of the membership may be called at any time by the President, or upon written request signed by three (3) Board Members, or upon written request signed by twenty (20%) percent of non-playing members.
- B. The time and place of such meeting will be determined by the Board of Directors.
- C. Notice of such meeting, showing the purpose thereof, shall be given in writing to the members not less than ten (10) days prior to the meeting.
- D. Only non-playing Members may attend special called meetings and the conducting of such meetings shall be in accordance with parliament Authority.

- E. A quorum of twenty percent (20%) of non-playing members present in person must be present for the conducting of such meeting.

ARTICLE VII – COMMITTEES

Section 7.1.....PURPOSE

All committees and committee chairpersons shall serve at the pleasure of the President, and report directly to said officer. The Board of Directors shall determine the prescribed authority of said committee.

Section 7.2.....LIMITATIONS

No committee will have the Authority of the Board in reference to affecting any of the following:

- A. Submission to members of any action requiring approval of members under the Non-profit Corporation law of 1988.
- B. Filling vacancies in the Board.
- C. Adoption, amendment, or repeal of By-Laws.
- D. Amendment or repeal of any resolution of the Board.
- E. Action of matters committed by By-Laws or resolution of the Board to another committee of the Board.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Section 8.1.....ROBERT’S RULES OF ORDER

The rules contained in Robert’s Rules of order (the most current edition) shall govern this Corporation in all cases where they are not inconsistent with these by-laws and any special rules of order this Corporation may adopt.

ARTICLE IX – AMENDMENTS

Section 9.1.....POWER TO AMEND

These By-Laws may only be amended, revised or altered by the vote of the membership at large.

Section 9.2.....VOTING REQUIREMENTS

A two-thirds majority vote of the members present in person at such duly convened meeting is necessary to amend these By-Laws.

Section 9.3.....MEETING

These By-Laws may be amended or rescinded at any duly convened meeting for such a purpose.

Section 9.4.....NOTIFICATION

Written notification of such meeting and of proposed Amendment must be sent to the membership fifteen (15) days prior to scheduled meeting.

ARTICLE X – FINANCES

Section 10.1.....BONDING OF TREASURER

The Corporation shall take the necessary means to insure the Bonding of its Treasurer.

Section 10.2.....FISCAL YEAR

The fiscal year of this Corporation shall run from August 1st thru July 31st.

Section 10.3.....EXECUTION OF DOCUMENTS

- A. Contracts – The Board of directors may authorize any officers, agents, or agents of the corporation, in addition to the officers so authorized by these 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 in general or confined to specific instances.
- B. Checks, Drafts, Signature of Treasurer – All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation and in such a manner as shall from time to time be determined by the Board of Directors; such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President for amounts over \$500.00. All other checks must be signed by the Treasurer and one other elected officer.
- C. Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of directors may select.

Section 10.4.....BOOKS AND RECORDS

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committees. The Corporation will keep at its principal place of business, a membership register giving names, addresses, and other details of the membership and the original or a copy of its By-Laws including amendments to date certified by the Secretary of the Corporation, available to each member upon request.

Section 10.5.....INSPECTION OF BOOKS AND RECORDS

All books and records of this Corporation may be inspected by any member, or the member's agent or attorney, for any proper purposes at any reasonable time on the written demand under oath stating the purpose of the inspection.

Section 10.6.....INDEMNIFICATION

- A. The Corporation shall reimburse or indemnify each director, officer and employee of the Corporation for or against all liabilities and expenses reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit, or proceeding (whether otherwise), civil, criminal, administrative, or investigations (hereinafter called "action") in which he may become involved as a part of or otherwise by reason of his being or having been such director provided that (1) in respect of any action by or in the right of the Corporation of such other corporation, and (2) in respect of all actions such person acted in good faith in what he reasonably believed to be in the best interest of this corporation or such other corporation, and in addition had no reasonable cause to believe that his conduct was unlawful.
- B. As used in this by-law the term "liabilities and expenses" shall include but not be limited to counsel fees and expenses and disbursements and amounts of judgements, fines, or penalties against, and amounts paid in settlement, by a director, officer, or employee, but shall not include amounts paid to this Corporation itself (or such other corporation) unless approved by a court.
- C. Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, he shall be entitled to indemnification as of right; otherwise, the Corporation shall be reimburse or indemnify him only if it shall be determined that such a person has met the standards set forth in paragraph (A) either (1) by the Board of Directors, acting by a quorum consisting of three directors of the Corporation other than those involved in the action, or (2) if there are not at least three directors other than those involved in the action, by arbitration in accordance with the Rules of the American Arbitration Association or by independent legal counsel, who too shall deliver to the Corporation their written opinion that such person has met the standards set forth in paragraph (A).
- D. Expenses incurred with respect to any action may be advances by the Corporation prior to the final disposition whereof, upon receipt of an undertaking by such person to repay amounts of which it shall ultimately be determined that e is not entitled to indemnification upon approval of two-thirds of the Board of Directors.
- E. The foregoing right of reimbursement or indemnification shall not be exclusive of the rights to which any such person may otherwise be entitled and, in the event of his death, shall extend to his legal representatives.
- F. The Corporation May maintain insurance to protect any such director, officer, and employee against any liabilities and expenses incurred by him in connection with any claim, action, suit or proceeding.

- G. The provisions of this section shall be applicable to claims, actions, suits, or proceedings commencing after the adoption hereof, whether arising from acts, or omissions occurring before or after the adoption hereon.

ARTICLE XI – MISCELLANEOUS

Section 11.1.....ROBERT’S RULES OF ORDER

All meeting of the Membership, Board of Directors and Committees shall be conducted in accordance with Robert’s Rules of Order. (Most current Edition).

Section 11.2.....COPIES OF THE BY-LAWS

A copy of the By-Laws of this Corporation shall be available to each member upon request.

Section 11.3.....DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c)(3) of the internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this_____day
of_____2019.

President

Vice President

Secretary

Treasurer