

BYLAWS OF THE FOOTHILLS HOCKEY ASSOCIATION

A COLORADO NONPROFIT ORGANIZATION

Amended and Restated

08/10/2022



**Foothills Hockey Association
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Article I. MEMBERS

■ Membership.

- a) Membership in Foothills Hockey Association (hereinafter the “Association”) shall be comprised of the following (collectively, the “Members”):
- (i) **Participant Members:** *Players currently registered with the Association (“Participants”), which in the case of a Participant Member who is not at least eighteen (18) years of age (“Minor Participant Member”) shall include the parent(s) or guardian(s) legally authorized to act on behalf of such Minor Participant Member. For purposes of these Bylaws, a Minor Participant Member and his or her parent(s) or other legal guardian(s) shall together be deemed to be a single Participant Member. Members also include our female athletes registered for our Girls’ Hockey Program. The Girls’ Hockey Program can include players that are up to 19 years of age. These players are not members and can register independently of their parents and have the same rights as minor members and their families.*

Participant Member standing begins upon submission and acceptance of the annual season registration and associated registration fee and remains in place until the registration commencement date for the following annual season.
 - (ii) **Coach Members:** *All coaches who are not parent(s) or legal guardian(s) of minor Participant Members. Coach Members standing as Members shall be consistent with their annual contract terms and conditions.*
 - (iii) **Other Members:** *Other persons who are deemed necessary to the operation of the Association’s program and who are elected to membership by the Association’s board of directors (the “Board of Directors”). Such Other Members may be removed from the membership of the Association from time to time in the sole discretion of the Board of Directors.*
- b) Eligibility for and acceptance of registration with the Association of Members shall be determined in the sole and absolute discretion of the Board of Directors. Questions of membership status shall be resolved in accordance with these Bylaws and the rules and regulations of the Association and in the case of uncertainty or dispute, by the Board of Directors, whose determination on such issue shall be final.

- c) Except as otherwise provided in these Bylaws or required by applicable law, Member lists or other information concerning the Members shall be deemed and kept confidential and shall not be available for inspection or copying or otherwise furnished to any Member or other person or entity except as maybe required in connection with the activities of the Association. Members wishing to communicate with other Members may request the Recorder-Registrar to distribute such information to the Members, and upon compliance with such conditions as the Recorder-Registrar may reasonably impose, and payment of the costs thereof, the Recorder-Registrar shall (and in the case of communications for commercial purposes may) distribute such information to the Members.

■ Suspension or Termination.

Membership in the Association and/or participation in activities of the Association shall be subject to suspension or termination in the event of a failure to comply with any of the requirements of these Bylaws, the rules and regulations or decisions of the Board of Directors, of USA Hockey, Inc. or of any Affiliate Members having jurisdiction over the Association from time to time, or for other reasons deemed by the Board of Directors to be in the best interests of the Association. A determination to suspend or terminate the membership or participation privileges of a Member shall be at the sole and absolute discretion of the Board of Directors.

Notwithstanding the foregoing, the voting rights of any Voting Member (as defined in Section 1.08) shall be suspended during any period during which such Member is delinquent in the payment of the fees, assessments and other charges of the Association established in accordance with Section 7.01.

■ Annual Meeting of Members.

The annual meeting of the Members shall be held on a date and at the time and place fixed by the Board of Directors. The purpose of the annual meeting of the Members shall be to review the prior year performance of the Association, communicate plans for the upcoming season and present the strategy and vision for future years.

■ Special Meetings of Members.

A special meeting of the Members for any purpose or purposes may be called by the Board of Directors or the President. The Association shall also hold a special meeting of the Members in the event it receives, in the manner specified in Section 12.09, one or more written demands for such meeting, stating the purpose or purposes for which it is to be held, signed, and dated by Members aggregating not less than ten percent (10%) of the then total Participant Members. Special meetings shall be held at such place as the Board of Directors or the President may determine.

Voting List.

- a) The Recorder-Registrar shall prepare a list of the names of all Members who are entitled to be given notice of a meeting of Members (the “Notified Members”). This list shall include Voting Members and all non-voting Coach and Other Members. The list shall be alphabetical and shall show the email address of each Notified Member.
- b) The list of Notified Members shall be available for inspection by any Member beginning the earlier often (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given and continuing through the meeting and any adjournment thereof, at the Association’s principal office or at a place identified in the notice of the meeting in the city where the meeting will be held.
- c) The Recorder-Registrar shall make the list of Notified Members available at the meeting, and any Notified Member or agent or attorney of a Notified Member is entitled to inspect the list at any time during the meeting or any adjournment.

Notice to Members.

- a) The Recorder-Registrar shall give notice to Notified Members of the date, time, and place of each annual and special meetings of the Members no fewer than seven (7) days before the date of the meeting; except that if the Articles of Incorporation or Bylaws are to be amended, at least thirty (30) days’ notice shall be given.
- b) Notice of an annual meeting of the Members need not include a description of the purpose or purposes for which the meeting is called unless a purpose of the meeting is to consider an amendment to the Association’s Articles of Incorporation or Bylaws, a restatement of the Articles of Incorporation, a plan of merger, disposition of substantially all the property of the Association, consent by the Association to the disposition of property by another entity or dissolution of the Association.
- c) Notice of a special meeting of the Members shall include a description of the purpose or purposes for which the meeting is called.
- d) Notice of a meeting of the Members shall be in writing and shall be given:
 - (i) *Posting on the Association’s website, and*
 - (ii) *E-mail distribution to the last known e-mail of each Notified Member on the books of the Association. Notice shall be effective upon distribution by all three methods.*
- e) If an annual or special meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that, if a new record date for the adjourned meeting is fixed pursuant to Section 1.05 c), notice of the adjourned meeting shall be given to persons who are Notified Members as of the new record date.

- f) If three successive notices are given by the Association, whether with respect to a meeting of the Members or otherwise, to a Notified Member and are returned as undeliverable, no further notices to such Notified Member shall be necessary until another address for the Notified Member is made known to the Association.
- g) A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

■ Quorum.

The presence of Voting Members entitled to cast fifteen (15) percent of all eligible votes shall constitute a quorum for purposes of the annual or special Meeting. If a quorum does not exist, the President or any Member that is present at the meeting may adjourn the meeting to a different date (within sixty (60) days), time or place, and, subject to the next sentence, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. At any adjourned meeting at which a quorum exists, any matter may be acted upon that could have been acted upon at the meeting originally called; provided, however, that if new notice is given of the adjourned meeting, then such notice shall state the purpose or purposes of the adjourned meeting sufficiently to permit action on such matters. Once a Member is deemed present for any purpose at a meeting, including the purpose of determining that a quorum exists, such Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

■ Voting Entitlement.

Participant Members in good standing with the Association shall be entitled to vote. Each Participant Member shall be entitled to one (1) vote on each matter voted on at a meeting of the Members. Additionally, each Participant Member will be entitled to one (1) vote for Age Division Director for the age division(s) in which their child or children will participate during the next term of office. Those Members who are entitled to vote shall be referred to as "Voting Members."

■ Method of Voting.

A Voting Member may cast his or her vote based upon the type of ballot being presented.

- a) Special meetings and annual meeting voting shall be done in person. Voting by proxy or absentee ballot shall not be permitted at special and annual meetings. Voting shall be by show of hands unless the Board of Directors determines that a secret ballot shall be utilized. If more than one parent or other legal guardian of a Minor Participant is present at a meeting, one of such persons shall be designated to cast the vote of such Minor Participant Member, or in the absence of such designation, the person entitled to vote on behalf of such Minor Participant Member shall be designated by the Board of Directors.
- b) Electronic voting will be permitted for Board of Director candidate voting during the annual election period. Electronic ballots of candidates will be provided no more than 1 (one) day after the conclusion of the nomination period. Electronic ballots will be distributed by the Recorder-Registrar using the Member/Voting list (Section 1.05). Electronic votes must be returned to the Recorder-Registrar by 11:59 pm MST/MDT of the election period close date. Only electronic votes received from the registered email on the Member/Voting list will be accepted. Electronic votes must be assigned to a Voting Member to be accepted and counted.
- c) Improperly cast votes shall be disqualified.

Article II. BOARD OF DIRECTORS

Authority of the Board of Directors.

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, a Board of Directors, each member of which also shall be an officer of the Association.

Number.

The Board of Directors shall be comprised of eleven (11) members but may be increased or decreased by amendment of these Bylaws; however, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The eleven-member board shall consist of the offices of President, Vice President, Secretary-Treasurer, Recorder-Registrar, Director of Hockey, Director of Coaching, and one (1) representative from each of the following age divisions: 8U (Mite), 10U (Squirt), 12U (Pee Wee), 14U (Bantam), and 18U (Midget).

Qualification.

Each director or officer shall be at least twenty-one (21) years of age and shall always during his or her term of office be a Member (or a parent or legal guardian of a Minor Participant Member) of the Association. No more than one member per family may serve as a voting member on the Board concurrently. If any director or officer ceases to be qualified to hold his

or her office, the term of office of such director shall thereupon terminate and a vacancy in such office shall be deemed to have occurred.

- a) Age Division Directors shall be the parent or legal guardian of a Minor Participant in the age division which he or she shall represent during the term of office. In the case of a vacancy, the Board, at its sole discretion, may fill the vacancy with a member who does not meet this qualification as provided in Section 2.10
- b) In the case of the President, such person shall have previously been a member in good standing for a minimum of two (2) full years and have served a minimum of one (1) term as a member of the Board of Directors.

■ Participation on Other Governing Boards.

During his or her term of office, a director or officer shall not serve as a director or officer of any other organization which participates in a league in which an Association team also participates. Except for the Director of Hockey, Directors also are discouraged, although not prohibited from serving as an officer or director of any organization in which the Association participates, or which has jurisdiction over the Association. In the event a director shall serve in such capacity, the director shall disclose any potential conflict of interest to the Board of Directors or to the governing board of such other organization, as applicable, and shall refrain whenever possible from voting on such issues with respect to which such director may have a conflict of interest. All members of the Board of Directors shall, upon request, sign an Association created Conflict of Interest (COI) and Nondisclosure Agreement (NDA).

■ Election.

Age Division Directors, the Director of Coaching, and the offices of President, Vice President, Secretary-Treasurer, and Recorder-Registrar shall be elected positions.

- a) Age Division Directors shall be elected by a vote of the eligible Participant Members as provided in Section 1.05 and shall be determined by a simple majority of votes cast by electronic ballot as provided in Section 1.09. If a tie exists, those directors who have been elected to the new Board will determine, by secret ballot and simple majority, who will be selected to serve the disputed position(s).
- b) The Director of Coaching shall be elected by Coach Members and Participant Members who served as a head coach or assistant coach in the season prior to the election term of office.
- c) The position of Girls' Hockey Director will be an appointed position at the Direction of the Board of Directors.
- d) The offices of President, Vice President, Secretary-Treasurer, and Recorder-Registrar shall be elected by a vote of the Board of Directors, as provided in Section 2.07, following the annual election of directors and shall be determined by a simple majority of votes starting with the office of President. In the case of a deadlock for the office of President, the most tenured Age Division director as determined by the combined number of terms served plus years of Association membership shall cast the deciding vote.

Term.

- a) The Director of Coaching and Age Division Directors shall be elected for a term of one (1) year from the date of election and shall hold office until their respective successor is duly elected and qualified or until such director is no longer eligible to hold such office or is removed or resigns as provided in Section 2.08 and Section 2.09.
- b) Each elective Officer (President, Vice President, Secretary-Treasurer, and Recorder-Registrar) shall be elected for a term of one (1) year from the date of election until their successor is duly elected and qualified or until such officer is no longer eligible to hold such office or is removed or resigns as provided in Section 2.08 and Section 2.09.
- c) Subordinate officers appointed by the Board of Directors shall serve at the pleasure of the Board of Directors.

Voting Privilege.

- a) Each Age Division Director, Director of Coaching and Director of Hockey (except for matters relating to his or her employment and compensation) shall be voting members of the Board of Directors. Each director is permitted to cast a single vote on any matter before the Board. In the event there is a deadlock among the directors, the President shall be empowered to cast the deciding vote.

- b) Elective Officers, Assistant Officers, Assistant Directors, and appointed positions shall not have the right to vote on Board matters except for the President, who may cast a deciding vote as provided in a) above.

Resignation.

Any director or officer may resign at any time by giving written notice of his or her resignation to any director, or, if the director is not also the Recorder-Registrar, to the Recorder-Registrar. The resignation shall be effective when it is received by another director or the Recorder-Registrar unless the notice of resignation specifies a later effective date. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

Removal.

Any director or officer maybe removed by the voting Members of the Board, with or without cause, at a meeting called for that purpose. The notice of the meeting shall state that the purpose or one of the purposes, of the meeting is removal of the director. A director may be removed only if the number of votes cast in favor of removal exceeds the number of votes cast against removal. Directors may also be removed by a majority vote of the remaining Board of Directors due to failure to perform assigned duties, failure to meet participation standards (Section 2.20), negligence, waste, fraud, or abuse.

Subordinate officers appointed by the Board of Directors may be removed at any time, with or without cause, by a majority vote of the Board of Directors.

Vacancies.

- a) The Board may, at its discretion, fill any vacancy that is created or occurs on the Board during the year, by an affirmative vote by a majority of the remaining directors. When a director or officer vacancy is filled based on majority vote of all the directors remaining in office, the new Director or Officer, whose position is fully governed by the Bylaws, shall be deemed to have served for a full term at the completion of the association's fiscal year.
- b) A vacancy that will occur at a specific later date, by reason of resignation that will become effective later may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Powers of the Board of Directors.

In addition to other powers stated herein and provided or permitted by law, the Board of Directors shall have the power, among others, to:

- a) Formulate, prescribe, alter, and amend the rules and regulations for the governance and operation of the Association.
- b) Impose and enforce penalties for any violation of these Bylaws or the rules and regulations of the Association.
- c) Modify any suspension or penalty that has been imposed by the officers or committees of the Association.
- d) Temporarily fill the vacancy on the Board of Directors caused by the resignation or withdrawal of any director.
- e) Appoint sub-committees from its membership, or otherwise employ individuals or entities for the handling of special or specified business.
- f) Establish and collect fees and funds of the Association and direct the expenditure of moneys.
- g) Determine affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., and participation of teams in leagues and tournaments.
- h) Interpret, define, and explain all the provisions of these Bylaws and the rules and regulations of the Association; and
- i) Call any necessary special meetings of the Association and fix the time and place of such meetings, subject to 0 of these Bylaws.

The foregoing enumeration of specific powers of the Board of Directors is an example and not to be deemed a limitation of the powers and authority of the Board of Directors.

■ Limitations on Individual Director's Authority.

Unless specifically authorized by the Board of Directors, no director shall represent to other persons, organizations, or others that he or she is speaking on behalf of the Association or that his or her opinion is the official position of the Association.

Meetings of the Board of Directors.

- a) The Board of Directors may hold regular or special meetings and may, by resolution, establish the dates, times, and places for regular meetings, which may thereafter be held without further notice. Special meetings may be called by the President or by any two directors and shall be held at such place as is specified in the notice of the meeting. In cases of an emergency, the President may poll the directors when a matter requires a Board decision prior to the next scheduled meeting, and a special meeting prior thereto is not practicable. If a quorum cannot be obtained, the President may take such action in extraordinary situations as he or she determines to be in the best interests of the Association.
- b) Attendance at Board of Directors meetings shall be established by the Board of Directors in its sole and absolute discretion, and may, if so, determined by the Board, be open to all Notified Members or other persons or organizations specifically invited by the Board of Directors (including an invitation to the public at-large). The Board of Directors may establish rules for the conduct of individuals invited to Board of Directors meetings and may deny entry into any regular or special meetings of the Board of Directors to any individual and may remove any individual from any ongoing Board of Directors meeting, for failure to adhere to such rules.
- c) The Board of Directors may conduct any regular or special meetings of the Board of Directors, or any portion thereof, in Executive Session. Executive Session is defined as a meeting of the current members of the Board of Directors to conduct business that is sensitive in nature. This business may, but is not limited to, topics such as disciplinary issues, issues that include personal financial information such as delinquency in payments, financial assistance, scholarships and issues regarding Association personnel performance and Code of Conduct matters. These sessions may be called at the discretion of any member of the current Board of Directors at any time. Executive Sessions are restricted to current Board of Directors unless others are invited explicitly by the Board of Directors to gather information for purpose of conducting the business at hand. No discussion or voting of the Executive Session will take place with non-Board of Directors present.

Notice of Special Meetings

Notice of a special meeting of the Board of Directors shall be given to every director and officer at least twelve (12) hours before the time of the meeting, stating the date, time, and place of the meeting. The notice need not describe the purpose of the meeting. Notice may be given orally to the director, personally by telephone or by electronic communication.

Quorum.

Except as provided in Section 2.09 or Section 2.10, a majority of the number of directors with voting privilege fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the

directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law or as provided in Section 2.09 or Section 2.10.

Waiver of Notice.

- a) A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by b) below, the waiver shall be in writing and shall be signed by the director. Such waiver shall be delivered to the Registrar-Recorder for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.
- b) A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless, at the beginning of the meeting or promptly upon his or her later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Attendance by Video or Teleconference

Directors may participate in regular or special meetings by, or conduct the meeting using any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Deemed Assent to Action

A director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to all action taken at the meeting unless:

- a) the director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
- b) the director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or
- c) the director causes written notice of his or her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the Recorder-Registrar promptly after adjournment of the meeting.

The right of dissent or abstention pursuant to this Section 2.18 as to a specific action is not available to a director who votes in favor of the action taken.

■ Action by Directors Without a Meeting.

Any action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if all members of the Board of Directors consent to such action in writing, including through electronic mail correspondence. Action shall be deemed to have been so taken by the Board of Directors at the time the last director signs a writing describing the action taken, unless, before such time, any director has revoked his or her consent by a writing signed by the director and received by the Recorder-Registrar or any other person authorized by these Bylaws or the Board of Directors to receive such are vocation. Such action shall be effective at the time and date it is so taken unless the directors establish a different effective time or date. Such action has the same effect as action taken at a meeting of directors and maybe described as such in any document.

■ Minimum Attendance Required of Directors

Directors are required to attend a minimum of 75% of the regularly scheduled Board meetings either in person or phone or video. In the event a director is unable to attend the minimum required meeting attendance said director will be deemed unable to perform their duties according to this document and as such be removed from the Board.

Article III. COMMITTEES OF THE BOARD OF DIRECTORS

■ General.

The Board of Directors may create one or more committees and appoint one or more directors to serve on them. The creation of a committee and appointment of directors to it shall require the approval of a majority of all the directors in office when the action is taken, whether those directors constitute a quorum of the Board of Directors.

The provisions of these Bylaws governing meetings, action without a meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

To the extent specified by resolution adopted from time to time by a majority of all the directors in office when the resolution is adopted, whether those directors constitute a quorum of the Board of Directors, each committee shall exercise the authority of the Board of Directors with respect to the corporate powers and the management of the business and affairs of the Association.

The creation of delegation of authority to or action by a committee does not alone constitute compliance by a director with applicable standards of conduct.

Article IV. DIRECTORS AND OFFICERS

General.

The Association shall have as elective officers a President, Vice President, Secretary-Treasurer, and Recorder-Registrar. Additionally, the Association shall have a Director of Hockey and as elective directors a Director of Coaching and one (1) Age Division Director from each age division. The elective officers, elective directors and Director of Hockey shall be members of the Board of Directors. The Association shall have a Girls' Hockey Program Director. No person shall serve as both a voting director and an officer of the Association at the same time.

The Board of Directors may from time to time appoint as additional officers one or more Assistant subordinate officers as the Board of Directors deem necessary or appropriate. Such subordinate officers of the Association shall hold their offices for such terms and shall exercise such authority and perform such duties as shall be determined from time to time by the Board of Directors. These subordinate officers are not voting members of the Board, nor will they participate in the Executive Session.

President.

The President shall preside at all meetings of Members shall also preside at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, the President shall be the chief executive officer of the Association and as such shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may negotiate, enter, and execute contracts and other instruments on behalf of the Association as are necessary and appropriate to conduct the business and affairs of the Association or as are approved by the Board of Directors. Any contracts or other documents or obligations that bind the Association or the Board and that have a stated or likely obligation of the Association more than \$1,000 must be discussed with the Board at a meeting and approved by a majority of the members prior to finalization by the President. The President shall have such additional authority and duties as are appropriate and customary for the office of president and chief executive officer, except as the same maybe expanded or limited by the Board of Directors from time to time.

To be appointed President, a person must be qualified as provided in Section 2.03 b). The duties of the President shall include, but are not limited to, the following:

- (i) Presiding at all meetings of the Board of Directors.*
- (ii) Signing, in conjunction with other duly authorized officers, contracts or other instruments as specifically authorized by the Board, except in cases where such signature is expressly delegated by the Board or the Bylaws to some other member of the Board or agent of the Association.*
- (iii) Appointing the chairperson of all standing and special committees.*
- (iv) Serving as ex-officio member of all committees.*
- (v) Recommending approval of individuals for vacated Board positions.*
- (vi) Supervising all appointed positions.*
- (vii) Recommending the level of compensation, if any, that voting members of the board of directors, officers (other than the President) and other compensated individuals should receive from the Association.*
- (viii) Having all contacts with the media.*
- (ix) Representing the Association at all appropriate functions or designating individuals to represent the Association.*
- (x) Informing the Board of Directors regarding all matters concerning the Association.*
- (xi) Performing all duties appropriate to the office of President and, from time to time, as may be prescribed by the Board.*

■ Vice President.

The Vice President shall be the officer next in seniority after the President. The Vice President shall have such authority and duties as are prescribed by the Board of Directors or President. Upon the death, absence or disability of the President, the Vice President shall have the authority and duties of the President. When so acting, the Vice President shall be entitled to exercise all the powers and be subject to all the restrictions conferred on the office of the President by these Bylaws. The Vice President is responsible for addressing issues involving misconduct/conflict as prescribed in the Association policy and shall perform such other duties, from time to time, as may be prescribed by the Board.

■ Recorder-Registrar.

The Recorder-Registrar shall perform such duties as are appropriate and customary for the office of Recording Secretary and Registrar for the Association. The Recorder-Registrar is responsible for the preparation and maintenance of minutes of the meetings of the Board of Directors and of the Members and the policies, rules, and regulations of the Association. The Recorder-Registrar shall also give, or cause to be given, notice of all meetings of the Members and special meetings of the Participants, be responsible for the maintenance of all other corporate records and files and other entities with which the Association is affiliated.

The Recorder-Registrar also shall be the registrar for the Association and shall be responsible for the registration of teams, Participants, coaches, managers, and other volunteers as directed by the bylaws and the rules and regulations of the Association and such organizations as may have jurisdiction over the Association, including without limitation USA Hockey, Inc. and its applicable Affiliate Member(s); keep records of all registrations and memberships; certify those registered teams eligible for state tournaments; implement procedures to coordinate registration activities with USA Hockey, Inc.; and in general perform all duties incident to the office of registrar and such additional duties as area assigned from to time by the President or the Board of Directors.

Nothing in this bylaw shall relieve any Member, team, Participant, parent, or guardian of their responsibility to submit a roster that is true and correct and complies with these Bylaws and the rules and regulations of the Association.

Secretary-Treasurer

The Secretary-Treasurer shall be responsible for records and information required to be kept by the Association by law, the Association's articles of incorporation, these Bylaws, and for authenticating records of the Association. The Secretary-Treasurer shall have charge of the corporate seal and have authority to affix the corporate seal to Secretary-Treasurer's signature and shall also be responsible for the maintenance of corporate records and files and for the preparation and filing of reports to governmental agencies.

The Secretary-Treasurer shall be the chief financial officer of the Association and as such shall have general and active management of the financial affairs of the Association. The Treasurer shall have control of the funds and the care and custody of all investments owned by the Association and shall be responsible for the preparation and filing of tax returns. The Treasurer shall receive all moneys paid to the Association and, subject to any limits imposed by the Board of Directors, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Association's name and on the Association's behalf, and give full discharge for the same. The Treasurer shall also have charge of disbursement of funds of the Association, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors. The Treasurer shall render to the Board of Directors from time-to-time statements, which maybe written or oral, of the financial condition of the Association. Written statements of the financial condition of the Association shall be made available for inspection by or otherwise provided to Members by any reasonable means. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have such additional authority and perform duties as are appropriate and customary for the office of Treasurer, except as the same maybe expanded or limited from time to time by the President or the Board of Directors.

The duties of the Secretary-Treasurer shall include, but are not limited to, the following:

- (i) Report to the Board regarding the status of Association funds.*
- (ii) Advise and make recommendations to the Board concerning all financial matters.*
- (iii) Maintain accurate financial record keeping.*
- (iv) Develop the proposed annual budget for consideration and approval by the Board prior to the start of the new fiscal year.*
- (v) Work with committee chairpersons on financial matters.*
- (vi) At the discretion of the Board, secure an independent accountant to perform a financial review or audit of the Association financial books and records.*

Director of Coaching

The Director of Coaching shall be responsible for the administration of all coaching and educational programs within the Association, be responsible for securing certifications for all coaches, and act as a liaison between the coaches of each age division and the Board. The Director of Coaching shall have at least one (1) year experience as an Association hockey coach. In addition, the Director of Coaching shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.

Only the Board of Directors shall have the power to suspend or terminate a coach or instructor, except for any disciplinary action imposed by USA Hockey, Inc., or the Affiliate Association of USA Hockey, Inc., having jurisdiction to regulate the sport of amateur ice hockey within the State of Colorado.

The duties of the Director of Coaching shall include, without limitation:

- (i) Meet regularly with the Association coaches.*
- (ii) Maintain contact with USA Hockey, Inc., and its Affiliates regarding coaching matters.*
- (iii) Make recommendations to the Director of Hockey prior to the beginning of each hockey season regarding the retention of incumbent head and assistant coaches.*
- (iv) Maintain a board approved list of required coaching duties.*
- (v) Ensure all coach applicants have a complete application on file.*
- (vi) Resolve conflicts as outlined in the Association policies.*
- (vii) Administer a player evaluation program.*
- (viii) Administer a coaching evaluation program.*
- (ix) Monitor the performance of individual coaches when so directed*

Girls' Hockey Program Director

The Girls' Hockey Program Director shall be responsible for the administration of all coaching and educational programs within the Association for the Girls' Program, and work with the Coaching Director for securing certifications for all coaches, and act as a liaison between the coaches of each team for the Girls' program.

In addition, the Girls' Hockey Program Director shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors. Only the Board of Directors shall have the power to suspend or terminate a coach or instructor, except for any disciplinary action imposed by USA Hockey, Inc., or the Affiliate Association of USA Hockey, Inc., having jurisdiction to regulate the sport of amateur ice hockey within the State of Colorado.

The duties of the Girls' Hockey Program Director shall include, without limitation:

- (i) Meet regularly with the Association girls coaches.*
- (ii) Maintain contact with USA Hockey, Inc., and its Affiliates regarding coaching matters*
- (iii) Make recommendations to the Director of Hockey prior to the beginning of each hockey season regarding the retention of incumbent head and assistant coaches.*
- (iv) Maintain a board approved list of required coaching duties.*
- (v) Resolve conflicts as outlined in the Association policies.*
- (vi) Partner with the Coaching Director and administer a player evaluation program.*
- (vii) Monitor the performance of individual coaches when so directed*

The Board of Directors shall employ or engage the services of the Girls' Program Director upon terms and conditions as shall be mutually satisfactory. The Board of Directors shall have the authority to enter into a contractual agreement for a specified number of years with the Girls' Program Director, which shall be binding upon the Association. The Girls' Program may be referred to as the Girls Program Director.

Age Division Director

The Age Division Director shall be the liaison between Participant Members and Board of Directors for the age division that they represent and shall have the authority to resolve issues involving Members in a manner consistent with these Bylaws and Association policies. The Age Division Director is responsible for representing the interests of all teams and all levels of their respective age division at Board of Directors meetings. The Age Division Director also shall perform such additional duties as maybe assigned from time to time by the President or the Board of Directors.

The duties of the Age Division Director shall include, without limitation:

- (i) Resolve conflict in a manner consistent with the Association Bylaws and Policies.*
- (ii) Keep the Board apprised of all actions taken or proposed.*
- (iii) Bring to the attention of the appropriate board member deviations by coaches and managers from bylaws, policies, coaching requirements, and the approved manager's handbook.*
- (iv) Administer tryouts as outlined in the Association policies.*
- (v) Ensure that all Participant members in the age division remain in good financial standing and act on financial delinquency of Participant members.*
- (vi) Regularly communicate with Members in the age division regarding Association business such as program updates and events or as requested by the Board of Directors.*

Appointed Positions and Coordinators

The Board of Directors may appoint the following Coordinators to perform functions required by the Association including but not limited to SafeSport Coordinator, Scheduler, Manager of Managers, Tournament Director, Fundraising Coordinator, Apparel & Equipment Coordinator, and Marketing and Communications Director. The Board may also assign one or more of these duties to the Director of Hockey or another Board member to complete on behalf of the Association.

- (i) **SafeSport Coordinator.** *The SafeSport Coordinator is responsible for monitoring Association compliance with the USA Hockey and U.S. Center for SafeSport program including but not limited to developing and implementing the policies and procedures that assist the Association in the prevention of abuse and misconduct as well as required training and background checks. The SafeSport coordinator will maintain the Association SafeSport Handbook and will coordinate the Annual SafeSport meeting for coaches and Participant members. The SafeSport Coordinator shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*
- (ii) **Scheduler.** *The Scheduler will work in conjunction with the Director of Hockey to allocate use of facilities for the Association's program. The Scheduler shall schedule the use of such facilities for practices, games and other purposes established by the Director of Hockey, shall act as liaison between the Association, the applicable Affiliate Member(s) and the league(s) in which the Association may participate for purposes of scheduling games and other facilities utilization, and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*
- (iii) **Manager of Managers.** *The Manager of Managers serves as a resource for team managers and acts as a liaison between team managers and the Board. The Manager of Managers is responsible for maintaining the team manager handbook, training new managers, facilitating the manager meeting, and supporting team managers throughout the season. The Manager of Managers must have served as team manager for at least one (1) season prior to being appointed to the role of Manager of Managers. The Manager of Managers shall coordinate with the Recorder-Registrar to ensure compliance with rostering and credential requirements of USA Hockey, the state affiliate, and leagues in which the Association participates and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*
- (iv) **Tournament Director.** *The Tournament Director shall be responsible for organizing and managing all invitational, playoff and other tournaments hosted by the Association. The Tournament director shall establish tournament dates and hosted divisions and age levels, determine registration fees, obtain tournament sanctions, work with the Director of Hockey and Scheduler to obtain facilities for use, create tournament brackets and schedules, coordinate and schedule game officials, assign and coordinate volunteers, promote and fill tournament openings, secure vendors, procure tournament awards, and monitor the tournament(s) through closure. The Tournament Director shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*

- (v) **Fundraising Coordinator.** *The Fundraising Coordinator shall coordinate the approval of fundraising activities for individual teams throughout the season and shall identify and oversee all Association-level fundraising activities, grant submissions, and fundraising events. In addition, the Fundraising Coordinator will identify and promote sponsor opportunities. This will include negotiating terms and conditions of such relationships and actively growing the level of Association sponsorship. The Fundraising Coordinator shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*
- (vi) **Apparel & Equipment Coordinator.** *The Apparel & Equipment Coordinator shall be responsible for managing all Association apparel, uniform, and equipment needs throughout the season including but not limited to maintaining an inventory of all on and off-ice equipment, ensuring the return of all borrowed equipment, arranging for the purchase, repair, or replacement of equipment, ordering and distributing uniforms, and coordinating with apparel vendors and setup and maintenance of scoring devices, video equipment, and accessories. The Apparel & Equipment Coordinator shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*
- (vii) **Marketing and Communications Director.** *The Marketing and Communications Director is responsible for delivering and executing a marketing and communications plan aligned with the Association brand and membership goals. The Marketing and Communications Director shall oversee brand strategy, develop marketing campaigns for Association programs, and guide the Board of Directors in both internal and external communications for the Association. The position will be responsible for planning, management, and development of content for the official website, social media outlets, and mainstream media channels in support of programs offered by the Association and shall perform such additional duties as may be assigned from time to time by the President or the Board of Directors.*

Limitations on Individual Officers Authority.

Unless specifically authorized by the Board of Directors, except for the President, no officer or appointed position shall represent to other persons, organizations, or others that he or she is speaking on behalf of the Association or that his or her opinion is the official position of the Association.

Article V. DIRECTOR OF HOCKEY

Appointment.

The Board of Directors shall employ or engage the services of The Director of Hockey upon terms and conditions as shall be mutually satisfactory. The Board of Directors shall have the authority to enter into a contractual agreement for a specified number of years with the

Director of Hockey, which shall be binding upon the Association. The Director of Hockey may be referred to as the Hockey Director.

Duties.

The Director of Hockey shall be an ex-officio member of all committees of the Association and shall be responsible for implementing, monitoring, and evaluating the programs of the Association, attend to all routine details, and assist and perform all other general duties as need arises or as directed by the Board of Directors. The Director of Hockey shall be a voting member of the Board of Directors and shall participate in Executive Session except for questions raised relating to the terms of his or her employment and compensation. If required by the Board of Directors, the Director of Hockey shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The duties of the Director of Hockey shall include, but are not limited to, the following:

- (i) Serve as the Association representative with league and state affiliate organizations.*
- (ii) Be responsible for the acquisition and allocation of facilities for the Association's program including all scheduling and arrangement of officials.*
- (iii) Select coaching staff and secure contracts for all coaches.*
- (iv) Evaluate team competitiveness levels and make team declarations for league play.*
- (v) Develop and implement skill development and specialty training programs such as goaltending and off-ice conditioning.*
- (vi) Provide oversight and direction for team selections and player evaluations.*
- (vii) Develop player and parent education programs.*

Resignation or Removal

In the event of the resignation or removal of the Director of Hockey, the Board of Directors will vote to place a current board member as the interim Director of Hockey until a new Director of Hockey is contracted.

Article VI. COACHES AND TEAM MANAGERS

Team Coaches

Team coaches shall be members of the Association as provided in Section 1.01. The Director of Hockey shall appoint all coaches, subject to approval of the Board and all coaches shall adhere to the Association coaching standards and philosophy. Coaches will complete all registration, training, certification, and screening required by USA Hockey, Inc., and its state affiliate, the Association, and as otherwise required by law.

Team Managers

A team manager shall be appointed by the Head Coach for every team at the conclusion of team formations, subject to the approval of the Board. Members of the Board of Directors and spouses of Head Coaches are not eligible to serve as team manager. Team managers will complete all registration training, certification, and screening required by USA Hockey, Inc., and its state affiliate, the Association, and as otherwise required by law. Team managers shall serve as the administrative assistant to the head coach and will comply with all policies and procedures defined in the Team Manager's handbook.

Other Coaches and Assistants

The Director of Hockey may appoint other non-team coaches and assistants for clinics, skill development, or assisting the Association in the prevention of abuse and misconduct, subject to the approval of the Board. All other coaches and assistants shall adhere to the Association coaching standards and philosophy and will complete all registration, training, certification, and screening required by USA Hockey, Inc., and its state affiliate, the Association, and as otherwise required by law.

Article VII. FEES, ASSESSMENTS, AND SANCTIONS

Fees, Assessments, and Other Charges

Fees, assessments and other charges shall be assessed to Participants and teams by the Board of Directors in amounts sufficient to carry out the purposes of the Association, including without limitation annual registration fees; the cost of facilities rental; officiating fees; equipment acquisition, maintenance and replacement; fees and dues to governing bodies, affiliated organizations and leagues; capital expenditures; administrative costs; and the provision of reasonable operating and capital reserves. Such fees, assessments and charges shall be established in accordance with sound financial practices and may differ among age divisions and competitive levels. Fees related to the Girls' Hockey Program will address the fact that the Girls' Hockey Program is focused on Tournament Play. The structure of the fees, to include registration costs, is dependent on the make-up of the season tournaments these teams will play and will vary season by season.

Sanctions.

Delinquency in the payment of the established fees, assessments, and other charges of the Association when due and payable may result in loss of membership or suspension of the subject Participant from the Association.

Article VIII. AFFILIATION WITH USA HOCKEY, INC.

The Association shall be a member of USA Hockey, Inc. The Association shall abide by and act in accordance with the articles of incorporation, bylaws, rules, and regulations, playing rules and

decisions of the Board of Directors of USA Hockey, Inc., and the Affiliate Association of USA Hockey, Inc., having jurisdiction to regulate the sport of amateur ice hockey within the State of Colorado. All Participants, coaches, and teams, to be eligible to participate in the Association's program, shall be required to be registered with USA Hockey, Inc., in accordance with the prevailing rules and regulations of USA Hockey, Inc. The Association shall assist USA Hockey, Inc., in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the Board of Directors of USA Hockey, Inc., within and upon its members and/or within its jurisdiction, and shall be guided by the core values of USA Hockey, Inc., relating to sportsmanship, respect for the individual, integrity, pursuit of excellence at the individual, team and organizational levels, enjoyment, loyalty and teamwork. Affiliation of the Association with one or more Affiliate Members of USA Hockey, Inc., shall be at the discretion of the Board of Directors.

Article IX. SEXUAL ABUSE, SCREENING, AND PHYSICAL ABUSE POLICIES

The Association hereby adopts the sexual abuse, screening and physical abuse policies of USA Hockey, Inc., and the Colorado Amateur Hockey Association ("CAHA") as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce policies, or sanctions for the violation of such policies, which are more stringent than the prevailing policies and/or sanctions promulgated by USA Hockey, Inc.

Article X. CODES OF CONDUCT

The Association hereby adopts the administrators, coaches, parents, players and spectators codes of conduct as promulgated by USA Hockey, Inc., as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce codes of conduct, including sanctions for the violation of such codes of conduct, which are more stringent than the prevailing codes of conduct and/or sanctions promulgated by USA Hockey, Inc. Violation of the Association's codes of conduct shall subject the offender to disciplinary proceedings and sanctions by the Association, which may include suspension or termination of participation privileges or membership in the Association. Disciplinary proceedings shall be conducted by the Board of Directors, or by a disciplinary committee of the Board of Directors, at which proceedings the alleged violator shall be afforded the opportunity to be heard. Persons charged with violation of the codes of conduct may be suspended from participation in the Association's program pending resolution of disciplinary proceedings.

Nothing herein shall be construed as prohibiting a coach from suspending a Participant on his or her team for a reasonable period for disciplinary purposes; however, no Participant shall be

involuntarily removed from a team by a coach unless approved by the Board of Directors or a disciplinary committee thereof after a hearing thereon at which the Participant is afforded the opportunity to be heard.

Article XI. WHISTLEBLOWER

The Association hereby adopts the Whistleblower policies of USA Hockey, Inc., and the Colorado Amateur Hockey Association (“CAHA”) as the same may be amended from time to time; provided, however, that upon reasonable notice to the Members, the Board shall have the discretion to adopt and enforce policies, or sanctions for the violation of such policies, which are more stringent than the prevailing policies and/or sanctions promulgated by USA Hockey, Inc.

Article XII. MISCELLANEOUS

■ Compensation.

No director or officer, nor any person from whom the Association may receive any property or funds, receive of the Association any pecuniary profit from the operations of the Association; provided however, that reasonable compensation or other form of remuneration may be paid to directors, officers, coaches, agents and employees of the Association for services rendered in effecting one or more purposes of the Association, including reimbursement for actual and reasonable expenses incurred in connection with conducting the affairs of the Association.

■ Conflicts of Interest.

No director or officer shall enter into any contract or agreement with the Association in which there exists a conflict of interest of such person in his or her capacity as a director or officer unless such conflict of interest is disclosed to the Board of Directors and the contract or agreement is approved by a majority of the non-interested directors.

■ Property Interest of Directors, Officers and Members.

No director, officer or Member of the Association shall have any right, title, or interest in or to any real or personal property or other assets of the Association during its existence, or upon the dissolution of the Association.

■ Limitation of Liability of Directors and Officers.

The private property of the directors and officers shall be exempt from execution or other liability for any debts of the Association, and no director or officer shall be personally liable or responsible for the debts or liabilities of the Association.

To the fullest extent permitted by applicable law in effect from time to time, a director or officer of the Association shall not be liable to the Association or to its Members for monetary damages for breach of fiduciary duty as a director or officer.

Indemnification.

The Association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he or she is or was a director or officer of the Association or, while serving as a director or officer of the Association, he or she is or was serving at the request of the Association as a director, officer, partner, trustee, employee, fiduciary or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity. The Association shall also indemnify any person who is serving or has served the Association as director, officer, employee, fiduciary or agent, and that person's estate and personal representative, to the extent and in the manner provided in any resolution of the Members or directors, contract or otherwise, so long as such provision is legally permissible.

The Association is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of directors, officers, employees, fiduciaries, and agents of the Association.

Corporate Seal.

The Board of Directors may adopt a seal, circular in form and bearing the name of the Association and the words "SEAL" and "COLORADO," which, when adopted, shall constitute the seal of the Association. The seal may be used by causing it or a facsimile of it to be impressed, affixed, manually reproduced, or rubberstamped with indelible ink.

Tax-Exempt Status.

The Association shall always maintain its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or any success or legislation).

Fiscal Year.

The fiscal year of the Association shall commence annually on April 1 and end on March 31 of the following year. The Board of Directors may, by resolution, adopt a different fiscal year for the Association.

Receipt of Notices by the Association.

Notices, Member writings consenting to action, and other documents or writings shall be deemed to have been received by the Association when they are received:

- a) At the registered office of the Association in the State of Colorado.
- b) At the principal office of the Association (as that office is designated in the most recent document filed by the Association with the Colorado Secretary of State designating a principal office) addressed to the attention of the Recorder-Registrar.
- c) By the Recorder-Registrar wherever the Recorder-Registrar maybe found; or
- d) By any other person authorized from time to time by the Board of Directors, the President, or the Recorder-Registrar to receive such writings, wherever such person is found.

Amendment of Bylaws.

These Bylaws may at any time and from time to time be amended, supplemented, or repealed by the affirmative vote of a majority of the Board of Directors. Notwithstanding the foregoing, these Bylaws may not be altered, amended, or repealed to be inconsistent with the Articles of Incorporation or with applicable law.

Article XIII. STATEMENT OF DISSOLUTION

Plan of Dissolution and Distribution of Assets.

If it becomes necessary for the Association to dissolve, the Board of Directors will meet and adopt a plan of Dissolution and Distribution of Assets. A quorum must be present and a majority of the directors present must vote for dissolution. Alternatively, the Board can adopt the Plan by unanimous written consent. The Board of Directors will then submit the Plan to the membership for a vote. A vote of two thirds of the members but not less than a quorum at a meeting or unanimous written consent of members is required for approval. An “Articles of Dissolution of a Nonprofit” form must be filed with the Colorado Secretary of State. The Plan must abide by all state and federal regulations.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization 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.

Article XIV. CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Foothills Hockey Association were created and adopted on Tuesday, November 21, 1995. I further certify that revisions and amendments to the Bylaws of Foothills Hockey Association were approved by the Board of Directors on August 10, 2022, and constitute a complete copy of the Bylaws of the corporation.

Secretary-Treasurer: Thomas Rose

Date: August 10, 2022