

## **BYLAWS OF WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC.**

### **ARTICLE I — NAME AND PURPOSE**

Section 1: Name: The name of the organization shall be WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina.

Section 2: Purpose: WILMINGTON SEAHAWKS HOCKEY ASSOCIATION INC. is organized exclusively for charitable and education purposes.

The purpose of this corporation is:

Provide a program of ice hockey education, instruction, and competition for the membership residing in the coastal region of North Carolina through, but not limited to, team leagues, hockey camps, and educational clinics for participants.

Provide qualified USA Hockey Certified coaching at all levels and oversee development and continuing education of coaches within the organization.

Provide the opportunity for the membership to develop their ice hockey skills and to participate and compete in the game of ice hockey to their maximum potential.

Promote and enhance skating, both hockey and learn to skate, for all youth in the coastal Carolinas region.

Provide an environment where each player, regardless of age, race, sex, religion, color, or ethnic background is treated fairly, with respect and in a positive manner.

To do and to be empowered to do all things and to possess all rights granted to non-profit corporations chartered in North Carolina as may be permitted under North Carolina General Statute 5 SA-15, and other state statutes, as the same may be amended from time to time.

To develop, implement, and maintain a Screening and Abuse Policy, and other such policies as required by USA Hockey which assures WSHA participants that its coaches and administrators comply with principles and standards of conduct established by WSHA.

### **ARTICLE II — MEMBERSHIP**

Section 1 – Membership: Membership shall consist of the board of directors. The board of director structure is a self-perpetuating model where the directors solely have the right to elect replacement board members.

Section 2 - Participant Members: Participant members shall include players, coaches, parents, guardians and other volunteers. Each player and coach Participant Member will register and pay the USA Hockey individual membership fee and any applicable Affiliate individual membership fee. Participant Members shall have the ability to provide feedback and recommendations to the board of directors but will not have any voting rights or privileges.

## ARTICLE III — BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The board is responsible for establishing the overall policies and strategic direction of the association. In addition to their governance responsibilities, board members are expected to support the implementation of these policies, while entrusting specific day-to-day operations to designated staff, coaches, committee chairs, and volunteers. The board shall consist of 5 voting members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Requirements for Board Position:

Key Competencies:

- Interpersonal skills, ability to collaborate and interact with many people
- Strong ability to develop and foster relationships
- Ability to negotiate and resolve conflict, provide constructive feedback
- Good organization and facilitation skills
- Good written and verbal communication skills
- Positive attitude
- Problem-solving and analytical skills
- Self motivated and takes initiative
- Base computer skills; including email and word processing is required

Preferred Job Requirements:

- Minimum 3 to 5 years hockey and/or youth sports experience
- Minimum 3 to 5 years of non-profit experience
- Exceptional expertise in an area of need will be considered in lieu of experience
- Must attend WSHA Board and membership meetings as scheduled
- 10-15 hours per week availability which may include weekends and evenings
- Email capability; required to maintain and interact via email on a regular basis

Section 3 - Terms: All board members shall serve three-year terms, and are eligible for re election.

Section 4 - Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least one week in advance.

Section 5 - Board elections: During the last quarter of each fiscal year of the corporation, the

board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. Fiscal year defined as: June 1st - May 31st.

Section 6 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 - Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 8 - Officers and Duties: There shall be five officers of the board, consisting of a president, vice-president, secretary, and two board members at large. Their duties are as follows:

- The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.
- The vice-president shall chair committees on special subjects as designated by the board.
- The secretary shall be 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.
- The Board Members at Large shall have full voting rights and responsibilities. Their role is flexible and can vary based on the organization's needs and gaps. Generally, this Member shall support committees and lead special projects, act as a liaison between board members, volunteers, or other parties, and other areas as designated by the Board.

Section 9 - Vacancies: When a board vacancy occurs mid-term, the secretary will either gather nominations from current board members or the board may form an advisory committee to review applicants and recommend a candidate. The recommendation will be shared with all board members at least one week before the next board meeting. The board will then vote to fill the vacancy at that meeting. Any appointed member will serve only for the remainder of the original term.

Section 9 - Resignation, termination and absences: Resignation from the board must be in writing and received by any or all Board Officers. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two thirds vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by any

Board officer to each board member with as much advance notice as possible, depending on severity of the matter.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication, through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Parent board of director members: If a board of director member is a parent and there is a voting decision involving their child, they will recuse themselves from the vote to avoid a conflict of interest.

#### ARTICLE IV — COMMITTEES

Section 1 - Committee formation: The board may create ad hoc committees as needed, such as fundraising, public relations, data collection, etc. The board majority shall appoint all committee chairs.

#### ARTICLE V — DIRECTORS AND STAFF

Section 1 - Hockey Director: The hockey director is hired by the board. The hockey director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The hockey director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 - Director of Operations: The Director of Operations is hired by the board. The Director of Operations has day-to-day responsibilities for the organization including carrying out the organization's goals and policies. The Director of Operations will attend all board meetings, report on activities and answer questions of the board, as well as carry out duties described in the relevant job description. The board can designate other duties as necessary.

Section 3 - Treasurer: The treasurer shall make a report at each board meeting. The treasurer shall make financial information available to board members and the public and ensure that appropriate financial records are maintained.

#### ARTICLE VI – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds

majority of the full board of directors. Proposed amendments must be submitted to the Board officer to be sent out with regular board announcements.

## ARTICLE VII - USA HOCKEY PREEMINENCE

Section 1 - WSHA shall abide by and act in accord with the Articles of Incorporation, bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and its affiliate CAHA (Carolina Amateur Hockey Association), and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of WSHA. Further, WSHA (i) shall assist USA Hockey 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 and CAHA, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Hockey:

- (a) SPORTSMANSHIP - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.
- (b) RESPECT FOR THE INDIVIDUAL- Treat all others as you expect to be treated.
- (c) INTEGRITY - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.
- (d) PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS - Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.
- (e) ENJOYMENT - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.
- (f) LOYALTY - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.
- (g) TEAMWORK - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

Section 2 - Nothing contained herein, however, shall be construed to delegate the duties or responsibilities of WSHA's Directors or Officers to USA Hockey and CAHA, its officers, directors, agents or employees, nor shall this provision be construed to prevent WSHA from implementing rules, policies and procedures which may be more stringent than those of USA Hockey and CAHA providing such rules, policies or procedures do not conflict with those of USA Hockey and CAHA.

## ARTICLE VIII - INDEMNIFICATION

Section 1 - WSHA shall indemnify and hold harmless USA Hockey and its affiliate CAHA, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, the councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and

expenses whatsoever, arising from the acts and omissions of WSHA, except to the extent (i) that USA Hockey or its aforescribed representatives caused such claims, liability, judgments, costs, attorneys fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules, and Regulations, Playing Rules, or decisions of the Board of Directors of USA Hockey.

Section 2 - WSHA understands and acknowledges that USA Hockey and CAHA and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement, and condition that they may be so indemnified and held harmless to the extent described by these bylaws.

Section 3 - WSHA shall reasonably cooperate with USA Hockey and CAHA in any litigation and provide reasonable support in connection therewith, including but not limited to, advice and testimony upon reasonable request; provided however, that such cooperation shall not require WSHA to incur any out-of-pocket expense not reimbursed by USA Hockey and CAHA.

#### ARTICLE IX - CAHA PREEMINENCE

Section 1: WSHA shall adopt bylaws, or other operating procedures not inconsistent with the CAHA bylaws. In the event of conflict with the charter, bylaws, or other operating procedures of WSHA, CAHA's bylaws shall take precedence over and shall govern WSHA's bylaws.

#### ARTICLE X - DISCIPLINE

Section 1: WSHA adopts the USA Hockey Dispute Resolution Procedure set forth in USA Hockey Bylaw 10, as it now exists or may hereafter be amended as the exclusive remedy for discipline and dispute resolution.

#### ARTICLE XI - SAFESPORT

Section 1: WSHA shall adopt all SafeSport policies to include but not limited to: Physical Abuse Policy, Emotional Abuse Policy, Sexual Abuse Policy, Bullying, Threats and Harassment Policy, and Hazing Policy; Locker Room Policy, Social Media, Mobile and Electronic Communications Policy, Travel Policy, Billeting Policy, Education and Awareness Training Policy; Screening Policy, Zero Tolerance Policy and other such policies which complies with USA Hockey requirements.

Section 2: All members of the association required to be certified IAW with the Safe Sport Handbooks will obtain their certification prior to engaging in any WSHA activities.

#### ARTICLE XII - CAHA AUTHORIZED REPRESENTATIVE

Section 1 - WSHA will recognize the Hockey Director as its representative to participate in CAHA's annual meeting and all other CAHA associated activities and meetings. If

The Hockey Director is unavailable then the WSHA board of directors shall select a board member to represent WSHA.

Certification

*Bylaws approved on August 11, 2025 by the Board of Directors unanimously.*